

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

Closing: September 12, 2005

CLOSING INDEX

The following are to be delivered as a condition precedent to the issuance and delivery of the above-referenced bonds (the "*Bonds*") of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*"):

1. District Board Resolution No. 06-05, adopted on August 16, 2005, authorizing the issuance and sale of the Bonds to Christopher P. Hamel, as the purchaser of the Bonds (the "*Purchaser*"); minutes and agenda.
2. Assessor's Certificate.
3. Closing Certificate of the District.
4. Tax Certificate of the District.
5. Closing Certificate of Town of Buckeye, Arizona.
6. Receipt, Request for Authentication and Certificate Regarding Indebtedness.
7. Owner's Certificate of Market Value.
8. Bond Registrar, Transfer Agent and Paying Agent Contract.
9. Bond Registrar's Certificate of Completion and Authentication; evidence of authority and incumbency attached.
10. Settlement, Delivery and Closing Procedures; Debt Retirement Schedule.
11. Certificate of the Placement Agent Regarding the Initial Offering Price of the Bonds to the Public and Yield on the Bonds.
12. Receipt for Bonds.
13. Private Placement Investor Letter.
14. Specimen Bond.
15. Copy of Blanket Letter of Representations.

16. Internal Revenue Service Form 8038-G; certificate of mailing.
17. Report to the Arizona Department of Revenue Regarding Issuance of Bonds, certificate of mailing.
18. Approving opinion of Gust Rosenfeld P.L.C.
19. Feasibility Report.
20. District Board Resolution No. 05-05 adopted July 19, 2005 approving feasibility study; agenda and minutes.

Executed counterparts or copies thereof of the documents will be distributed to the following parties:

Clerk, Town and Community Facilities District (1 paper, 1 CD)
Treasurer, Town and Community Facilities District (CD)
Manager, Town and Community Facilities District (CD)
Wells Fargo Bank, N.A. (CD)
Stardust-Tartesso W12, Inc. (2 CDs)
Gust Rosenfeld P.L.C. (CD)
Fennemore Craig, P.C. (CD)
Stone & Youngberg LLC (CD)
Christopher P. Hamel (CD)
RBC Dain Rauscher Inc. (CD)

RESOLUTION NO. 06-05

RESOLUTION AUTHORIZING AND PROVIDING FOR THE ISSUANCE AND PRIVATE PLACEMENT OF \$110,000 AGGREGATE PRINCIPAL AMOUNT OF TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA), DISTRICT GENERAL OBLIGATION BONDS, SERIES 2005; PROVIDING CERTAIN TERMS, COVENANTS AND CONDITIONS CONCERNING THE BONDS; PROVIDING THE FORM OF BONDS; PROVIDING FOR THE DISPOSITION OF THE PROCEEDS OF SUCH BONDS; PROVIDING FOR THE ANNUAL LEVY OF A TAX FOR THE PAYMENT OF THE BONDS; ACCEPTING A PROPOSAL FOR THE SERVICES OF AND APPOINTING A REGISTRAR, TRANSFER AGENT AND PAYING AGENT WITH RESPECT TO THE BONDS.

WHEREAS, Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*"), held a special bond election in and for the District on December 14, 2004 (the "*Election*"), at which election the issuance of \$175,000,000 principal amount of District General Obligation Bonds was authorized and approved; and

WHEREAS, by this resolution the Board will authorize the issuance of the Bonds and private placement of the Bonds by RBC Dain Rauscher Inc. (the "*Agent*") with the Purchaser (as defined herein); and

WHEREAS, by this resolution this Board will authorize the execution, issuance and sale of the Bonds to the Purchaser in accordance with this resolution and the investor letter attached hereto as Exhibit B (the "*Investor Letter*");

NOW, THEREFORE, IT IS RESOLVED BY THE GOVERNING BOARD OF TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA), as follows:

Section 1. Authorization. This Board hereby authorizes to be issued and sold a series of bonds in an aggregate principal amount of \$110,000, for the purpose of providing funds to finance the costs of acquiring or constructing certain of the public improvements authorized by the qualified electors of the District at the Election and, specifically, the improvements described in the Feasibility Report, dated July 19, 2005 (the "*Projects*"). The bonds so authorized shall be designated Tartesso West Community Facilities District (Town of Buckeye, Arizona), District General Obligation Bonds, Series 2005 (the "*Bonds*"), and shall be issued and sold in accordance with the provisions of this Resolution and applicable laws.

Section 2. Terms. The Bonds will be dated the date of initial authentication and delivery and will be issued as one term bond maturing on July 15, 2030, bearing interest at the rate of six percent (6%) per annum from the date of the Bonds until the maturity date of the Bonds, or until the early redemption thereof.

The Bonds will be administered by Wells Fargo Bank, N.A. (the "*Registrar*") in a manner which assures against double issuance and provides a system of transfer of ownership on the books of the Registrar in the manner set forth in the Bonds. Interest on the Bonds shall be payable semiannually on each January 15 and July 15 (each an Interest Payment Date) during the term of the Bonds, commencing January 15, 2006.

Interest on the Bonds will be paid on each Interest Payment Date by check mailed to the registered owner thereof at such owner's address all shown on the registration books maintained by the Registrar as of the close of business of the Registrar on the fifteenth (15th) day of the month preceding an Interest Payment Date (the "Record Date"). Principal of the Bonds will be payable, when due, only upon presentation and surrender of the Bond at the designated office of the Registrar.

The Bonds are to be issued in the denomination of \$1,000 each or integral multiples thereof and shall be non-transferable. The Bonds shall be issued in fully registered form. The Bonds shall have such other terms and provisions as are set forth in Exhibit A hereto.

In the event that interest is not paid on an interest payment date, the Registrar shall establish a special record date for the payment of such interest, if and when funds for the payment of such interest have been received. Notice of the special record date and of the scheduled payment date of the past due interest will be sent at least ten (10) days prior to the special record date, to the address of each owner appearing on the Register (as such term is hereafter defined).

The Bonds shall have such additional terms and provisions as are set forth in the form of Bond attached hereto as Exhibit A, which is a part of this Resolution.

Section 3. Prior Redemption.

A. **Optional Redemption.** The Bonds will be subject to call for redemption prior to their stated maturity date, at the option of the District, in whole at any time or in part on any Interest Payment Date by the payment of a redemption price equal to the principal amount of each Bond called for redemption plus accrued interest to the date fixed for redemption but without premium.

B. **Mandatory Redemption.** The Bonds are subject to mandatory redemption prior to their stated maturity date on July 15 of the years and in the principal amounts at a redemption price of par plus interest accrued to the date of redemption but without premium as follows:

<u>Redemption Date</u> <u>(July 15)</u>	<u>Principal Amount</u>	<u>Redemption Date</u> <u>(July 15)</u>	<u>Principal Amount</u>
2006	\$2,000	2018	\$4,000
2007	2,000	2019	4,000
2008	2,000	2020	4,000
2009	2,000	2021	5,000
2010	2,000	2022	5,000
2011	2,000	2023	6,000
2012	3,000	2024	6,000
2013	3,000	2025	6,000
2014	3,000	2026	7,000
2015	3,000	2027	7,000
2016	3,000	2028	8,000
2017	4,000	2029	8,000
		2030	9,000 *

*(maturity)

Whenever Bonds which are subject to mandatory redemption are purchased, redeemed (other than pursuant to mandatory redemption) or are delivered by the District to the Registrar for cancellation, the principal amount of the Bonds so retired shall satisfy and be credited against any mandatory redemption requirements for the Bonds for such years as the District may direct.

C. **Notice.** Notice of redemption of any Bond in advance of maturity will be mailed to the registered owner thereof at the address shown on the books of the Registrar not more than sixty (60) nor less than thirty (30) days prior to the date set for redemption. Failure to properly give notice of redemption shall not affect the redemption of any bond for which notice was properly given.

D. **Effect of Call for Redemption.** On the date designated for redemption by notice given as herein provided, the Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, and, if moneys for payment of the redemption price are held in separate accounts by the Paying Agent, interest on such Bonds or portions of Bonds so called for redemption shall cease to accrue, such Bonds shall cease to be entitled to any benefit or security hereunder and the owners of such Bonds shall have no rights in respect thereof except to receive payment of the redemption price thereof and such Bonds shall be deemed paid and no longer outstanding.

E. **Redemption of Less Than All of a Bond.** The District may redeem an amount which is included in a Bond in the denomination in excess of, but divisible by, \$1,000. In that event, the registered owner shall submit the Bond for partial redemption and the Paying Agent shall make such partial payment and the Registrar shall cause to be issued a new Bond in a principal amount which reflects the redemption so made to be authenticated and delivered to the registered owner thereof.

Section 4. Security. For the purpose of paying the principal of, interest on and costs of administration of the registration and payment of the Bonds, there shall be levied on all the taxable property in the District a continuing, direct, annual, ad valorem tax sufficient to pay all such principal, interest and administration costs as the same becomes due, such taxes to be levied, assessed and collected at the same time and in the same manner as other taxes are levied, assessed and collected. The proceeds of the taxes shall be kept in a special fund entitled the Debt Service Fund: General Obligation Bonds, Series 2005, of the District and shall be used only for the payment of principal, interest or costs as above-stated. This resolution shall be construed as consent to invest moneys in the Debt Service Fund, subject to the provisions of Section 16 and any restrictions imposed by any entity providing credit enhancement for the Bonds, in any of the securities allowed by the Arizona Revised Statutes relating to the investment of public funds. This resolution shall constitute the continuing consent of this Board to such investment and no further annual consent need be given.

Section 5. Use of Proceeds. Upon the delivery of and payment for the Bonds in accordance with the terms of their sale, the net proceeds from the sale of the Bonds, after payment of the expenses of issuance, shall be set aside and deposited by the District Treasurer in a separate account and used for the purposes approved at the Election, in particular, to pay for a portion of the cost of the infrastructure improvements comprising the Projects.

Section 6. Form of Bonds. The Bonds may be typewritten or printed and shall be in substantially the form of *Exhibit A* attached hereto and incorporated by reference herein, with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby or by

the Registrar Contract (as defined hereafter) and are approved by those officers executing the Bonds; execution thereof by such officers shall constitute conclusive evidence of such approval.

The Bonds may have notations, legends or endorsements required by law, securities exchange rule or usage. Each Bond shall show both the date of the issue and the date of such Bond's authentication and registration. The Bonds are prohibited from being converted to coupon or bearer form without the consent of the Board and approval of bond counsel.

Section 7. Execution of Bonds and Other Documents.

A. **Execution of Bonds.** The Bonds shall be executed for and on behalf of the District by the Chairman and attested by the Clerk of the District Board by their manual or facsimile signatures. If the signatures are affixed or imprinted by facsimile, the Chairman and Clerk shall execute a certificate adopting as their signatures the facsimile signatures appearing on the Bonds. If an officer whose signature is on a Bond no longer holds that office at the time the Bond is authenticated and registered, the Bond shall nevertheless be valid. A Bond shall not be valid or binding until authenticated by the manual signature of an authorized officer of the Registrar. The signature shall be conclusive evidence that the Bond has been authenticated and issued under this resolution.

B. **Other Documents.** The District Board hereby approves the form and orders and directs the execution of the Registrar, Transfer Agent and Paying Agent Contract (the "*Registrar Contract*"), in substantially the form presented to the District Board or attached hereto, as applicable. The Chairman or any member of the Board, the District Manager or District Treasurer are authorized to execute and deliver the Registrar Contract described herein and any other agreement or contract required to issue the Bonds.

The Chairman or any member of the Board is authorized and directed to execute and deliver such agreements in substantially the form presented to this District Board with such necessary and appropriate omissions, insertions and variations as are permitted or required hereby and are approved by those officers executing such agreements on behalf of the District. Execution of the documents by the Chairman or any member of the Board shall be conclusive evidence of such approval. The Clerk is authorized and directed to attest such signatures. Where applicable, any of the foregoing officers may affix their signatures by manual, mechanical or photographic means.

C. **Official Statement.** Pursuant to the terms of the Investor Letter attached hereto as *Exhibit B*, no official statement or other disclosure document will be utilized in connection with the placement of the Bonds.

Section 8. Mutilated, Lost or Destroyed Bonds. In case any Bond becomes mutilated or destroyed or lost, the Registrar shall cause to be executed and delivered a new Bond of like date and tenor in exchange and substitution for and upon the cancellation of the mutilated Bond or in lieu of and in substitution for the Bond destroyed or lost, upon the owner's paying the reasonable expenses and charges of the District in connection therewith and, in the case of the Bond destroyed or lost, filing with the Clerk by the registered owner of evidence satisfactory to the District that such Bond was destroyed or lost, and furnishing the District with a sufficient indemnity bond pursuant to § 47-8405, Arizona Revised Statutes.

Section 9. Private Placement of Bonds. In accordance with the terms of this Resolution, the Investor Letter and the Bond, the Agent is authorized to privately place the Bonds with

Christopher P. Hamel (the "*Purchaser*") and the District hereby sells the Bonds to the Purchaser. The Purchaser meets the qualifications described in the Investor Letter. The Agent shall acknowledge that the Bonds shall be privately placed in a private offering as required by A.R.S. § 48-722 and only to qualified investors as described in the Investor Letter who execute and deliver to the District and the Registrar and Paying Agent an Investor Letter in the form of Exhibit B hereto.

The District Manager or the District Treasurer is hereby authorized and directed to cause the Bonds to be delivered upon receipt of payment therefor, delivery of an Investor Letter executed by the Purchaser and satisfaction of the other conditions for delivery thereof in accordance with the terms of the sale.

Section 10. Registrar and Paying Agent. The District will maintain an office or agency where Bonds may be presented for registration of transfer and an office or agency where Bonds may be presented for payment, initially the Registrar shall provide both services. The District may appoint one or more co-registrars or one or more additional paying agents. The Registrar may make reasonable rules and set reasonable requirements for their respective functions with respect to the owners of the Bonds.

Initially, Wells Fargo Bank, N.A., Phoenix, Arizona, will act as Registrar and paying agent (the "*Paying Agent*") with respect to the Bonds. The District may change the Registrar or Paying Agent without notice to or consent of owners of the Bonds and the District may act in any such capacity.

Each Paying Agent will be required to agree in writing that the Paying Agent will hold in trust for the benefit of the owners of the Bonds all moneys held by the Paying Agent for the payment of principal of and interest and any premium on the Bonds.

The Registrar may appoint an authenticating agent acceptable to the District to authenticate Bonds. An authenticating agent may authenticate Bonds whenever the Registrar may do so. Each reference herein to authentication by the Registrar includes authentication by an authenticating agent acting on behalf and in the name of the Registrar and subject to the Registrar's direction.

The Registrar shall authenticate Bonds for original issue up to \$110,000 in aggregate principal amount upon the written request of the District Manager or the District Treasurer. The aggregate principal amount of Bonds outstanding at any time may not exceed that amount except for replacement Bonds as to which the requirements of the Registrar and the District are met.

Section 11. Resolution a Contract. This resolution shall constitute a contract between the District and the owners of the Bonds and shall not be repealed or amended in any manner which would impair, impede or lessen the rights of the registered owners of the Bonds then outstanding.

Section 12. Cancellation of Agreement. The District hereby gives notice to the Registrar, the Paying Agent and the Agent that Section 38-511, Arizona Revised Statutes, as amended, provides that, within three years after execution of any agreement, the District may cancel such agreement without penalty or further obligation if any person significantly involved in initiating, negotiating, securing, drafting or creating the agreement on behalf of the District or any of its departments or agencies is at any time while the agreement or any extension of the agreement is in effect an employee or agent of the Registrar, the Paying Agent or the Agent in any capacity or a consultant to the Registrar, the Paying Agent or the Agent with respect to the subject matter of the agreement.

Section 13. Ratification of Actions. All actions of the officers and agents of the District which conform to the purposes and intent hereof and which further the issuance and sale of the Bonds as contemplated hereby whether heretofore or hereafter taken shall be and are hereby ratified, confirmed and approved. Any change made in the Registrar Contract which does not conform to the prior order of the District Board are hereby ratified. The proper officers and agents of the District are hereby authorized and directed to do all such acts and things and to execute and deliver all such documents on behalf of the District as may be necessary to carry out the terms and intent of this Resolution.

Section 14. Tax Covenants. In consideration of the purchase and acceptance of the Bonds by the owners thereof and, as authorized by Arizona Revised Statutes, Title 35, Article 7, enacted as Chapter 226, Laws of 1986, and in consideration of retaining the exclusion of interest income on the Bonds from gross income for federal income tax purposes, the District covenants with the owners from time to time of the Bonds to neither take nor fail to take any action, which action or failure to act is within its power and authority and would result in interest on the Bonds become subject to federal income taxes.

The District agrees that it will comply with such requirements as in the opinion of Gust Rosenfeld P.L.C. ("*bond counsel*") are necessary to prevent interest on the Bonds becoming subject to inclusion in gross income for federal income tax purposes. Such requirements may include but are not limited to making further specific covenants; making truthful certifications and representations and giving necessary assurances; complying with all representations, covenants and assurances contained in certificates or agreements to be prepared by bond counsel; to pay to the United States of America any required amounts representing rebates of arbitrage profits relating to the Bonds; filing forms, statements and supporting documents as may be required under the federal tax laws; limiting the term of and yield on investments made with moneys relating to the Bonds; and limiting the use of the proceeds of the Bonds and property financed thereby.

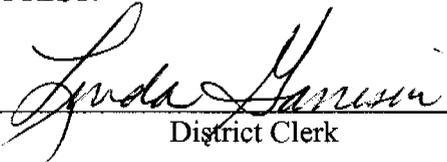
Section 15. No Transfer. The Bonds will be owned by and registered in the name of the Purchaser and the Registrar shall not transfer any Bond.

Section 16. Severability. If any section, paragraph, subdivision, sentence, clause or phrase of this resolution is for any reason held to be illegal, invalid or unenforceable, such decision will not affect the validity of the remaining portions of this Resolution. The Board hereby declares that it would have adopted this Resolution and each and every other section, paragraph, subdivision, sentence, clause or phrase hereof and authorized the issuance of the Bonds pursuant hereto irrespective of the fact that any one or more sections, paragraphs, subdivisions, sentences, clauses or phrases of this Resolution may be held illegal, invalid or unenforceable.

PASSED, ADOPTED AND APPROVED by the District Board of Tartesso West Community Facilities District (Town of Buckeye, Arizona), on August 16, 2005.


Chairman

ATTEST:


District Clerk

APPROVED AS TO FORM:


District Bond Counsel

CERTIFICATE

I hereby certify that the above and foregoing Resolution was duly passed by the Board of Directors of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) at a regular meeting held on August 16, 2005, and that a quorum was present thereat and that the vote thereon was 5 ayes and 0 nays; 2 did not vote or were absent.


Clerk

EXHIBIT A

(Form of Bond)

THIS BOND CANNOT BE TRANSFERRED.

UNITED STATES OF AMERICA

STATE OF ARIZONA

COUNTY OF MARICOPA

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BOND
SERIES 2005**

Number:

Denomination:

\$ _____

Interest
Rate

Maturity
Date

Original
Dated Date

CUSIP

Registered Owner:

Principal Amount:

TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA) (the "*District*"), for value received, hereby promises to pay to the registered owner identified above, or registered assigns as provided herein, on the maturity date set forth above, the principal amount set forth above, and to pay interest on the unpaid principal amount at the interest rate shown above.

Interest is payable on January 15 and July 15 of each year (each an "*interest payment date*"), commencing January 15, 2006, and will accrue from the most recent date to which interest has been paid, or, if no interest has been paid, from the original dated date set forth above. Interest will be computed on the basis of a year comprised of 360 days consisting of twelve (12) months having thirty (30) days each.

Principal, interest and any premium are payable in lawful money of the United States of America. Interest will be paid by check payable to the order of and mailed to the registered owner when due at the address shown on the registration books maintained by the registrar at the close of business on the last day or, if not a business day, then the prior business day, of the calendar month next preceding the applicable interest payment date (the "*Record Date*"). The principal and any premium will be paid when due to the registered owner upon surrender of this bond for payment at the designated office of the paying agent.

In the event that interest is not paid on an interest payment date, the registrar shall establish a special record date for the payment of such interest, if and when funds for the payment of such interest have been received. Notice of the special record date and of the scheduled payment date of the past due interest will be sent at least ten (10) days prior to the special record date, to the address of the owner appearing on the registration books of the registrar.

It is hereby certified and recited that all conditions, acts and things required by the Constitution and laws of the State of Arizona to exist, to occur and to be performed precedent to and in the issuance of this bond exist, have occurred and have been performed and that the series of bonds of which this is one, together with all other indebtedness of the District, is within every debt and other limit prescribed by the Constitution and laws of the State of Arizona, and that due provision has been made for the levy and collection of a direct, annual, ad valorem tax

upon all of the taxable property in the District for the payment of this bond and of the interest hereon as each becomes due.

This bond is one of a series of bonds in the aggregate principal amount of \$110,000 of like tenor except as to amount, number, maturity date and redemption provisions, issued by the District to provide funds to make those certain acquisitions and public improvements approved by a majority vote of qualified electors voting at an election duly called and held in and for the District, pursuant to a resolution of the District Board duly adopted prior to the issuance hereof and pursuant to the Constitution and laws of the State of Arizona relative to the issuance and sale of general obligation bonds, and all amendments thereto, and all other laws of the State of Arizona "hereunto enabling.

For the punctual payment of this bond and the interest hereon and for the levy and collection of ad valorem taxes sufficient for that purpose, the full faith and credit of the District are hereby irrevocably pledged. Neither the full faith and credit nor the general taxing power of the Town of Buckeye, Arizona, or the State of Arizona, or any political subdivision thereof (other than the District) is pledged to the payment of the bonds.

The bonds shall be subject to call for redemption prior to their stated maturity date, at the option of the District, by lottery, on any date, at a price which shall consist of the principal amount of the bonds or portion thereof being redeemed, plus accrued interest to the redemption date, without premium.

The bonds are subject to mandatory redemption prior to their stated maturity dates on July 15 of the following years and in the following principal amounts at a redemption price of par plus interest accrued to the date of redemption but without premium:

<u>Redemption Date</u> (July 15)	<u>Principal Amount</u>	<u>Redemption Date</u> (July 15)	<u>Principal Amount</u>
2006	\$2,000	2018	\$4,000
2007	2,000	2019	4,000
2008	2,000	2020	4,000
2009	2,000	2021	5,000
2010	2,000	2022	5,000
2011	2,000	2023	6,000
2012	3,000	2024	6,000
2013	3,000	2025	6,000
2014	3,000	2026	7,000
2015	3,000	2027	7,000
2016	3,000	2028	8,000
2017	4,000	2029	8,000
		2030	9,000 *

*(maturity)

Whenever bonds which are subject to mandatory redemption are purchased, redeemed (other than pursuant to mandatory redemption) or are delivered by the District to the registrar for cancellation, the principal amount of the bonds so retired shall satisfy and be credited against any mandatory redemption requirements for the bonds for such years as the District may direct.

Notice of redemption of any bond in advance of maturity will be mailed to the registered owner of the bond or bonds being redeemed at the address shown on the bond register maintained by the registrar not more than sixty (60) nor less than thirty (30) days prior to the date set for redemption. Failure to properly give notice of redemption shall not affect the redemption of any bond for which notice was properly given. When so called for redemption, the bonds will cease to bear interest on the date fixed for redemption if on that date sufficient funds for such redemption are on deposit at the place of payment.

The registrar and the paying agent on the original issue date is Wells Fargo Bank, N.A., Phoenix, Arizona. The registrar or the paying agent may be changed by the District without notice.

This bond is not transferable by the registered owner.

Bonds of this series are issuable only in fully registered form in the denomination of \$1,000 each or integral multiples of \$1,000.

The District, the registrar and the paying agent may treat the registered owner of this bond as the absolute owner for the purpose of receiving principal, interest and any premium and for all other purposes and none of them shall be affected by any notice to the contrary.

The District has caused this bond to be executed by the Chairman of its District Board and attested by its Clerk, which signatures may be manual or by facsimile signatures.

This bond is not valid or binding upon the District without the manually affixed signature of an authorized representative of the registrar.

**TARTESSO WEST COMMUNITY FACILITIES
DISTRICT (TOWN OF BUCKEYE, ARIZONA)**

(facsimile)

Chairman

ATTEST:

(facsimile)

Clerk

AUTHENTICATION CERTIFICATE

This bond is one of the District General Obligation Bonds, Series 2005 described in the resolution mentioned in this bond. The registrar, acting through its authorized representative, confirms that the registration books kept for and on behalf of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) show the ownership of the above bond as being registered in the name of the owner in the principal amount and with the maturity date all as stated above as of the date of authentication stated above.

DATE OF AUTHENTICATION AND REGISTRATION: _____

WELLS FARGO BANK, N.A.,
as registrar

By _____
Authorized Representative

EXHIBIT B

FORM OF PRIVATE PLACEMENT INVESTOR LETTER

_____, 2005

TARTESSO WEST COMMUNITY
FACILITIES DISTRICT (TOWN
OF BUCKEYE, ARIZONA)

Re: Tartesso West Community Facilities District (Town of Buckeye, Arizona)
District General Obligation Bonds, Series 2005

1. Please be advised that the undersigned is a Qualified Investor (as hereafter defined) and is purchasing the captioned bonds (hereinafter referred to as the "*Bonds*"), in the original aggregate principal amount of \$110,000. Such purchase is for the account of the undersigned, for the purpose of investment.

2. The undersigned agrees that the Bond or any part thereof may not be transferred.

3. The undersigned acknowledges that it is one of the following:

(i) a bank as defined in Section 3(a)(2) of the Securities Act of 1933, or savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933, whether acting in its individual or fiduciary capacity; broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; insurance company as defined in Section 2(13) of the Securities Act of 1933; investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; plan established and maintained by a state, its political subdivision, or any agency or instrumentality of a state or its political subdivision, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self directed plan, with investment decisions made solely by persons that are accredited investors;

(ii) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

(iii) an organization described in Section 501(c)(3) of the Internal Revenue Code with total assets in excess of \$5,000,000;

(iv) a natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 and the purchase price of the Bonds does not exceed ten percent (10%) of such person's net worth and an officer of RBC Dain Rauscher Inc.;

(v) a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with the person's spouse in excess of \$300,000 in each of those years and who reasonably expects reaching the same income level the current year and the purchase price of the Bonds does not exceed ten percent (10%) of such person's net worth and an officer of RBC Dain Rauscher Inc.;

(vi) an entity in which all of the equity owners, either directly or indirectly, are of the type described under paragraph (i), (ii), (iii), (iv) or (v) above.

Collectively, the purchaser meeting one or more of the criteria set forth above shall be referred to as a "Qualified Investor".

4. The undersigned expressly waives all responsibility of the Issuer for complying with any applicable federal and state securities laws with respect to the sale of the Bond including any requirement to provide any information that is relevant to the investment decision to purchase the Bond, and agrees to hold the Issuer and the Town of Buckeye, Arizona (hereinafter referred to as the "Town") harmless for, from and against any and all liabilities claims, damages or losses resulting directly or indirectly from such failure to comply.

5. The undersigned acknowledges that the undersigned has had an opportunity to obtain and has obtained all information necessary and has independently evaluated the factors associated with its investment decision and after such evaluation, the undersigned understood and knew that investment in the Bonds involved certain risks, including but not limited to, limited security and source for payment of the Bonds, the status of development and its impact on taxation for payment of the Bonds, the possible transfer of land by the owners of land in the Tartesso West Community Facilities District, failure or inability of owners to complete proposed development of such land, bankruptcy and foreclosure delays, and the lack of any secondary market for the Bonds. The undersigned acknowledges that it is experienced in transactions such as those relating to the Bonds and that the undersigned is knowledgeable and fully capable of independent evaluation of the risks involved in investing in the Bonds. The undersigned is not relying on the Issuer or the Town in making its decision to purchase the Bonds and agrees that the Town is not obligated in any manner for the issuance or payment of the Bonds.

6. The undersigned understands that the Bonds (i) are not being registered under the Securities Act of 1933, as amended, in reliance upon certain exemptions set forth in that Act, (ii) are not being registered or otherwise qualified for sale under the "blue sky" laws and regulations of the State of Arizona or any other state, (iii) will not be listed on any stock or other securities exchange, (iv) will not carry any bond rating from any rating service, and (v) are not marketable.

7. The undersigned acknowledges that the Issuer and the Town, their respective officers, directors, council members, advisors, employees and agents of either of the foregoing, have not undertaken to furnish, nor has the undersigned requested, any other information, or to

ascertain the accuracy or completeness of any other information that may have been furnished by any other party. Notwithstanding the foregoing, the undersigned acknowledges that it has received from RBC Dain Rauscher Inc. the following documents and/or materials related to the project and the District:

- a. Application for the formation of the Tartesso West Community Facilities District
- b. Development, Financing Participation and Intergovernmental Agreement NO. 1 by and among the Town of Buckeye, Arizona and TARTESSO WEST COMMUNITY FACILITIES DISTRICT and STARDUST-TARTESSO W12, INC.
- c. Feasibility Report for the Issuance of Not to Exceed \$200,000 Principal Amount of Tartesso West Community Facilities District (Town of Buckeye, Arizona), District General Obligation Bonds, Series 2005.

[PURCHASER]

By _____
Name: _____
Title: _____

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
TOWN OF BUCKEYE, ARIZONA
AUGUST 16, 2005
AGENDA**

**Town Council Chambers
100 N. Apache Road
Buckeye, AZ 85326
6:00 p.m.**

Accessibility for all persons with disabilities will be provided upon request. Please telephone your accommodation request (623 326-6673) 72 hours in advance if you need a sign language interpreter or alternate materials for a visual or hearing impairment. (TDD 623 386-4421)

Members of the Board will either attend in person or by telephone conference call or video presentation. Items listed may be considered by the Board in any order.

1. CALL TO ORDER/ROLL CALL

Board Action: None.

2. MINUTES:

Minutes of July 19, 2005 meeting presented for Board review and approval.

3. BUSINESS:

**A. Board will consider, for possible action, adoption of Resolution No. 06-05
RESOLUTION AUTHORIZING AND PROVIDING FOR THE ISSUANCE AND
PRIVATE PLACEMENT OF \$110,000 AGGREGATE PRINCIPAL AMOUNT OF
TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE,
ARIZONA), DISTRICT GENERAL OBLIGATION BONDS, SERIES 2005;
PROVIDING CERTAIN TERMS, COVENANTS AND CONDITIONS CONCERNING
THE BONDS; PROVIDING THE FORM OF BONDS; PROVIDING FOR THE
DISPOSITION OF THE PROCEEDS OF SUCH BONDS; PROVIDING FOR THE
ANNUAL LEVY OF A TAX FOR THE PAYMENT OF THE BONDS; ACCEPTING A
PROPOSAL FOR THE SERVICES OF AND APPOINTING A REGISTRAR,
TRANSFER AGENT AND PAYING AGENT WITH RESPECT TO THE BONDS.**

Board Action: Discussion and possible motion.

4. CITIZEN COMMENTS/APPEARANCES FROM THE FLOOR

Board Action: None.

6. ADJOURNMENT

Board Action: Motion to adjourn.

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
TOWN OF BUCKEYE, ARIZONA
AUGUST 16, 2005
MINUTES**

**Town Council Chambers
100 N. Apache Road
Buckeye, AZ 85326
6:00 p.m.**

1. CALL TO ORDER/ROLL CALL

Chairman Hull called the meeting to order at 6:02 p.m.

Members Present: Boardmember Meck, Vice Chairman Urwiller, Chairman Hull, and Boardmember May.

Members Absent: Boardmember Beard, Boardmember Doster, and Boardmember Garza

Departments Present: Town Manager Carroll Reynolds, Town Attorney Scott Ruby, Town Clerk Linda Garrison, Deputy Clerk Lucinda Aja, Parks and Rec Director Jeanine Guy, Human Resource Director Toni Brown, Police Chief Dan Saban, Fire Chief Scott Rounds, Fire Marshall Bob Costello, and Finance Director Ron Brown.

2. MINUTES:

Motion made by Vice Chairman Urwiller and seconded by Boardmember May to approve the minutes of July 19, 2005 meeting presented. Motion passed unanimously.

3. BUSINESS:

A. Resolution No. 06-05

Motion made by Boardmember Meck and seconded by Vice Mayor Urwiller to adopt Resolution No. 06-05 and to schedule a special meeting for Thursday August 18, 2005 at 5:00 p.m. to correct Resolution No. 03-05 adopting the Tax Levy. Motion passed unanimously.

4. CITIZEN COMMENTS/APPEARANCES FROM THE FLOOR

None.

6. ADJOURNMENT

There being no further business to come before the Board motion made by Vice Chairman Urwiller and seconded by Boardmember May to adjourn the meeting at 6:08 p.m. Motion passed unanimously.

Dustin Hull, Chairman

ATTEST:

Linda Garrison, Board Clerk

I hereby certify that the foregoing is a true and correct copy of Tartesso West Community Facilities District Meeting held on 16th day of August, 2005. I further certify that a quorum was present.

Linda Garrison, Board Clerk

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

ASSESSOR'S CERTIFICATE

I, the undersigned, hereby certify that the full cash value of all the taxable property within the Tartesso West Community Facilities District (Town of Buckeye, Arizona), is \$2,246,579.

DATED: September 12, 2005.

MARICOPA COUNTY ASSESSOR



\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

CLOSING CERTIFICATE OF THE DISTRICT

We, the undersigned Chairman and Clerk of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*"), hereby certify as follows:

(1) To partially finance the projects listed on *Exhibit A* hereto, we have executed \$110,000 principal amount of Tartesso West Community Facilities District (Town of Buckeye, Arizona) District General Obligation Bonds, Series 2005 (the "*Bonds*"), and we are the duly elected, qualified and acting officers indicated therein and authorized to execute the typewritten Bonds. We further certify that we have executed the Bonds by having our signatures affixed to the Bonds by mechanical reproduction and we hereby adopt as and for our respective signatures the respective signatures shown on the Bonds. The Bonds are dated September 12, 2005, and are in the denomination of \$1,000 each or integral multiples of \$1,000. The Bonds mature on July 15, 2030 and bear interest at the rate of 6.00% per annum.

The Bonds are subject to call for redemption prior to their stated maturity date, at the option of the District, in whole or in part on any date by the payment of a redemption price equal to the principal amount of each Bond called for redemption plus accrued interest to the date fixed for redemption but without premium.

The Bonds are also subject to mandatory redemption on July 15 of the following years and in the following principal amounts at the price of one hundred percent (100%) of the principal amount of the Bonds or portion thereof being redeemed, plus accrued interest to the redemption date:

<u>Redemption Date</u> (July 15)	<u>Principal Amount</u>	<u>Redemption Date</u> (July 15)	<u>Principal Amount</u>
2006	\$ 4,000	2018	\$ 4,000
2007	2,000	2019	4,000
2008	2,000	2020	4,000
2009	2,000	2021	5,000
2010	2,000	2022	5,000
2011	3,000	2023	5,000
2012	3,000	2024	6,000
2013	3,000	2025	6,000
2014	3,000	2026	6,000
2015	3,000	2027	7,000
2016	4,000	2028	7,000
2017	4,000	2029	8,000
		2030 *	8,000

*(maturity)

Interest is payable on January 15 and July 15 of each year during the term of each of the Bonds, commencing on January 15, 2006.

(2) We further certify that, to the best of our knowledge, information and belief:

(i) (a) On August 16, 2005, Resolution No. 06-05 of the District Board (the "*Resolution*") was duly adopted at a duly called meeting (the "*Meeting*") of the District Board, at which a quorum was present and acting throughout; that the Resolution has not been altered, amended, repealed, revoked or rescinded as of the date hereof; that notice of the Meeting was posted more than twenty-four (24) hours prior to the Meeting and that the Meeting was open to the public.

(b) That the Resolution duly authorized the issuance and sale of the Bonds and execution and delivery of the Private Placement Investor Letter for the Bonds to be dated the date of this certificate (the "*Investor Letter*"), by and between the District and Christopher P. Hamel (the "*Purchaser*").

(c) That the District has no rules of procedure which would invalidate or make ineffective the Resolution.

(d) That the copy of the Resolution included in the transcript of proceedings for the captioned Bonds is a true and correct copy of the Resolution.

(ii) The representations, warranties and covenants contained in the Investor Letter for the Bonds are true and correct in all material respects on and as of the date hereof with the same effect as if made on the date hereof;

(iii) To the knowledge of the undersigned, no litigation is pending or threatened before any judicial, quasi-judicial or administrative forum (A) to restrain or enjoin the issuance or delivery of the Bonds, the application of the proceeds thereof or the performance by the District of the provisions of the Investor Letter or the levy and receipt of ad valorem taxes for payment of the Bonds; (B) in any way contesting or affecting the authority for, or the validity of, the Investor Letter or the application of the proceeds of the Bonds or (C) in any way contesting the existence or powers of the District;

(iv) To the knowledge of the undersigned, no authority or proceedings for the issuance of the Bonds, including but not limited to the Resolution, has been repealed, revoked or rescinded and no petition or petitions to revoke or alter the authorization to issue the Bonds has been filed with or received by any of the undersigned;

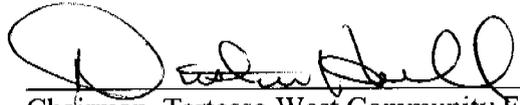
(v) The District has complied with all the agreements and satisfied all the conditions on its part to be performed or satisfied at or prior to, and to the extent possible before, the date of the payment for and initial delivery of the Bonds, and

(vi) Based on the Certificate of the owners of the property (collectively, the "*Owner*") and the Assessor's Certificate included in the transcript of proceeds for the captioned Bonds, the total aggregate amount of bonds outstanding and any other indebtedness for which the full faith and credit of the District are pledged does not exceed sixty percent (60%) of the aggregate of the estimated market value of the real property and improvements in the District after the public infrastructure of the

District has been completed plus the value of the public infrastructure owned or to be acquired by the District with the proceeds of the Bonds and, based on the Assessor's Certificate, the principal amount of outstanding general obligation bonds (including the Bonds) of the District is less than 20% of the full cash value of all taxable property in the District.

(3) Pursuant to the Resolution, Wells Fargo Bank, N.A., as Registrar, is hereby requested to disburse from the proceeds of the Bonds to the persons named on Exhibit B hereto the respective amounts set forth thereon in payment of Costs of Issuance (as such term is defined in the Tax Certificate which is a part of the closing documents relative to the Bonds), which amounts are for Costs of Issuance properly chargeable to Bond proceeds.

DATED: September 12, 2005



Chairman, Tartesso West Community Facilities
District (Town of Buckeye, Arizona)



Clerk, Tartesso West Community Facilities District
(Town of Buckeye, Arizona)

EXHIBIT A

**LIST OF PROJECTS TO BE FINANCED
WITH BOND PROCEEDS**

<u>Project</u>	<u>Estimated Total Cost</u>	<u>Completion Date</u>
Unit 1 Water Storage Facility Well #1	\$313,188	Complete
Unit 1 Water Storage Facility Tank and Supply Lines	\$2,530,142	Complete

EXHIBIT B

Costs of Issuance

\$110,000

***TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005***

<u>Description</u>	<u>Party</u>	<u>Amount</u>
Bond Counsel	Gust Rosenfeld	\$20,000
Town Expenses		5,000
CUSIP expenses	RBC Dain Rauscher Inc.	350
Registrar	Wells Fargo Bank, N.A.	<u>1,000</u>
TOTAL		\$26,350

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

TAX CERTIFICATE OF THE DISTRICT

The undersigned are the Chairman of the District Board and Clerk of Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*").

This Certificate is executed for the purpose of establishing certain facts existing as of the date hereof and the reasonable expectations of the District as to future events regarding the \$110,000 principal amount of Tartesso West Community Facilities District (Town of Buckeye, Arizona) District General Obligation Bonds, Series 2005 (the "*Bonds*"), dated September 12, 2005.

The Bonds are authorized and issued pursuant to Resolution No. 06-05 adopted by the District Board on August 16, 2005 (the "*Resolution*") and are being sold pursuant to a Private Placement Investor Letter dated the date of this certificate (the "*Investor Letter*") by Christopher P. Hamel (the "*Purchaser*").

This Certificate also sets forth certain terms and conditions relating to the restrictions on the use and investment of the proceeds of the Bonds in order that the interest on the Bonds will be exempt from taxation under the Internal Revenue Code of 1986, as amended (the "*Code*").

The certifications, covenants and representations contained herein are made on behalf of the District for the benefit of the owners from time to time of the Bonds. We hereby certify, covenant and represent for the District the following:

ARTICLE 1
GENERAL

Section 1.1. Authorization. The undersigned are duly authorized officers of the District charged, with others, with the responsibility for executing and delivering this Certificate on the date hereof.

Section 1.2. Reliance on Other Parties. The District in making the representations in this certificate relies on the representations of the Purchaser as set forth in the Investor Letter and the Certificate of Purchaser Regarding the Initial Offering Price of the Bonds to the Public (the "*Purchaser's Certificate*") and the Certificate of the Financial Advisor as to Bond Yield (the "*Financial Advisor's Certificate*") all dated as of the date of this certificate. The District is not aware of any facts or circumstances that would cause it to question the accuracy or reasonableness of the representations of the Purchaser.

Section 1.3. Purpose of the Bonds. The Bonds are being issued to provide funds for a portion of the acquisition and construction of the projects set forth in the District's Closing Certificate dated the date of this certificate, and to pay certain Issuance Costs of the Bonds.

Section 1.4. Bond Counsel. "*Bond Counsel*" means Gust Rosenfeld P.L.C. or any other nationally recognized firm of attorneys experienced in the field of municipal bonds whose opinions are generally accepted by underwriters of municipal bonds.

Section 1.5. Additional Definitions. The definitions and cross-references set forth in *Exhibit A*, attached hereto, apply to this certificate and its attachments. The terms used herein and not otherwise defined in this certificate and its attachments shall have the same meanings as defined in Sections 103 and 141 through 150 of the Code and the Treasury Regulations promulgated thereunder.

Section 1.6. Reasonable Expectations. To the best knowledge, information and belief of each of the undersigned, the expectations contained in this certificate are reasonable. On the basis of the information contained in this certificate and its attachments, it is not expected that the Bonds will be "arbitrage bonds" within the meaning of Section 148 of the Code.

ARTICLE 2 ISSUE DATA

Section 2.1. Governmental Unit. The District is a Governmental Unit.

Section 2.2. Bond Terms. The Bonds shall have such terms as are set forth above. The Bonds are dated September 12, 2005, and are in the denomination of \$100 each or integral multiples thereof. Interest on the Bonds shall be payable semiannually on January 15 and July 15 of each year during the term of the Bonds, commencing on January 15, 2006.

Section 2.3. Sources and Uses of Proceeds. The total sources and uses of the proceeds of the Bonds are as shown on *Exhibit B*, attached hereto.

Section 2.4. Issue Price, Sale Proceeds and Net Sale Proceeds. The Issue Price, Sale Proceeds and Net Sale Proceeds of the Bonds are as set forth on *Exhibit C* hereto.

Section 2.5. Single Issue. No obligations other than the Bonds are (a) being sold at substantially the same time (within 15 days) as the Bonds, (b) being sold pursuant to the same plan of financing as the Bonds, and (c) reasonably expected to be paid from substantially the same source of funds as the Bonds, determined without regard to guarantees from unrelated parties. Accordingly, no obligations other than those that comprise the Bonds are a part of the same issue with the Bonds.

ARTICLE 3
ARBITRAGE (NONREBATE) MATTERS

Section 3.1. Disposition of Sale Proceeds and Pre-Issuance Accrued Interest; Temporary Periods. As shown on Exhibit B, attached hereto, the following funds and accounts will be funded at Closing: Bond Fund and Construction and Acquisition Fund. A breakdown of the uses of such funds and the relevant Temporary Period, if applicable, is provided below:

(i) Issuance Costs. An amount of \$31,000.00 will be deposited in the Acquisition and Construction Fund and used to pay Issuance Costs of the Bonds.

(ii) Project Costs.

(a) An amount of \$110,000.00 will be deposited in the Acquisition and Construction Fund and used by the District to acquire or construct certain facilities and improvements.

(b) The District expects that the Net Sale Proceeds allocable to the Bonds will be used to pay costs of the Project within three (3) years from the date hereof and will be applied in a manner that satisfies the requirements of Section 1.148-2(e)(2) of the Treasury Regulations pertaining to the general 3-year Temporary Period for capital projects set forth below:

(1) Expenditure Test. At least eighty-five percent (85%) of the Net Sale Proceeds allocable to the Bonds will be allocated to expenditures for the Project within three (3) years from the date hereof.

(2) Time Test. The District has incurred, or within six (6) months from the date hereof will incur, binding obligations with third parties to commence, acquire or construct the Project and to expend thereon at least five percent (5%) of the Net Sale Proceeds allocable to the Bonds. The binding obligation consists, or will consist, of one or more contracts for acquisition or construction of the Project which are not subject to contingencies which are within the District's or a Related Party's control.

(3) Due Diligence Test. Completion of the Project and the allocation of the Net Sale Proceeds allocable to the Bonds to expenditures will proceed with due diligence.

(c) The Net Sale Proceeds allocable to the Bonds deposited in the Acquisition and Construction Fund may be invested at a yield in excess of the yield of the Bonds and shall be subject to the arbitrage rebate requirements provided in Section 148 of the Code and the Treasury Regulations promulgated thereunder. On or after September 12, 2008, the District shall make appropriate yield reduction payments for any moneys in

the Construction Fund which are allocable to the Bonds and invested at a yield in excess of the yield of the Bonds.

(d) Interest realized from investment of proceeds of the Bonds deposited in the Construction Fund may be invested in obligations without regard to yield limitation for the period ending on September 12, 2008 or, if longer, one year from the date of receipt, and shall be subject to the arbitrage rebate requirements provided in Section 148 of the Code and the Treasury Regulations promulgated thereunder.

Section 3.2. Bond Fund; Temporary Period.

(i) Bona Fide Debt Service Fund. The Bond Fund will be held as a bona fide debt service fund which will be used to pay the principal of and interest on the Bonds, as the same become due. It is reasonably expected that all amounts received as income from the investment of the Bond Fund will be expended to pay the principal of and interest on the Bonds within one year of the receipt thereof.

(ii) Thirteen-Month Temporary Period. Any moneys held in the Bond Fund and allocated to the Bonds, which are to be used to pay principal, interest or call premiums on the Bonds within 13 months of the receipt thereof, may be invested in obligations that bear a yield in excess of the Bonds. Any other allocable moneys in the Bond Fund may be invested in obligations that bear a yield that does not exceed the yield of the Bonds. Moneys in the Bond Fund are not subject to the arbitrage rebate requirements provided in Section 148 of the Code and the Treasury Regulations promulgated.

Section 3.3. No Other Sinking or Pledged Funds. The District has not established and does not expect to establish or use any sinking fund, debt service fund, redemption fund, reserve or replacement fund, or similar fund, or any other fund to pay principal or interest on the Bonds other than the Bond Fund.

Section 3.4. No Replacement. That portion of the Bonds that is to be used to finance capital expenditures (meaning costs of a type that are properly chargeable to a capital account, or would be so chargeable with a proper election, under general federal income tax principles) has a weighted average maturity that does not exceed 120% of the weighted average reasonably expected economic life of such capital expenditures. Amounts received from the sale of the Bonds, and amounts derived from investment of such amounts will not replace, directly or indirectly, moneys used, directly or indirectly, to acquire investments which could legally and practically be used to finance the Project, the District having no funds which could be used to finance the Project which are not pledged, budgeted, earmarked or expected to be used for other purposes. It is, therefore, not expected that amounts will replace, directly or indirectly, moneys used directly or indirectly to acquire investments which could be used for the purposes for which the Bonds are being used.

Section 3.5. No Reimbursement. Other than any reimbursement expenditures meeting the requirements of Section 1.150-2(d) or (f) of the Treasury Regulations, no portion of the

proceeds from the sale of the Bonds and the earnings from the investment of such proceeds will be used to reimburse the District for expenditures paid by the District prior to the date hereof.

Section 3.6. No Over-issuance. The total proceeds to be received from the sale of the Bonds and anticipated investment earnings thereon do not exceed the total of the amount necessary to finance the governmental purposes for which the Bonds are issued as set forth in Section 1.5 of this Certificate.

Section 3.7. Disposition of Project; Purchase of Bonds. The District does not expect to dispose of the Project prior to the maturity or retirement of the Bonds, except for such minor parts or portions thereof as may be disposed of due to normal wear, obsolescence or depreciation. The District does not intend to purchase, directly or indirectly, any portion of the Bonds in a transaction or series of transactions that would reduce the yield of the Bonds.

Section 3.8. Investment of Proceeds. No portion of the Bonds is being issued solely for the purpose of investing the proceeds at a yield higher than the yield of the Bonds or to replace funds which were used, directly or indirectly, to acquire investments with a yield higher than the yield of the Bonds.

Section 3.9. No Abusive Arbitrage Device. The transaction contemplated herein does not represent an exploitation of the difference between taxable and tax-exempt interest rates to obtain a material advantage and does not overburden the tax-exempt bond market in that the District is not issuing more bonds, issuing bonds earlier or allowing bonds to remain outstanding longer than otherwise reasonably necessary to accomplish the governmental purposes of the Bonds.

ARTICLE 4 YIELD AND YIELD LIMITATIONS

Section 4.1. Yield. For purposes of this Certificate and its attachments, yield is calculated as set forth in Section 148(h) of the Code and Sections 1.148-4 and 1.148-5 of the Treasury Regulations. Hence, in general, yield means that discount rate which, when used in computing the present value of all unconditionally payable payments of principal and interest to be paid on an obligation produces an amount equal to the Issue Price of the obligation. The Placement Agent certifies in the Placement Agent's Certificate that the Initial Offering Price of the Bonds is \$110,000.00, which represents the price at which, together with pre-issuance accrued interest, at least ten percent of each maturity of the Bonds were sold to the public (excluding bond houses, brokers and other intermediaries). For purposes hereof, all calculations of yield have been made on the basis of semiannual compounding using a 360-day year. The yield on the Bonds as computed by the Purchaser, is at least 6.00%.

Section 4.2. Continuing Nature of Yield Limits. Once moneys are subject to the yield limits of Section 4.1 hereof, they remain yield restricted until they cease to be Gross Proceeds of the Bonds.

ARTICLE 5
ARBITRAGE REBATE REQUIREMENTS

Section 5.1. Compliance with Rebate Requirements of the Code and Treasury Regulations. The District will comply with the Rebate Requirements of the Code and Treasury Regulations by making or causing to be made such calculations and such payments as are necessary therefor.

Section 5.2. Prohibited Payments; Specific Investments. No transaction involving any Non-purpose Investment may be entered into that results in a smaller profit or a larger loss than would have resulted if such transaction had been at arm's length and had the yield on the Bonds not been relevant to either party. Moneys to be rebated to the United States shall be invested in investments that mature on or before the expected rebate date. All investments of Gross Proceeds and any amounts in the Rebate Fund shall be bought and sold at Fair Market Value. Except for Certificates of Deposit and Guaranteed Investment Contracts purchased for their Fair Market Value (see "Fair Market Value" in *Exhibit A* attached hereto) and except for United States Treasury Obligations which are purchased directly from the United States Treasury, the District will not purchase or cause to be purchased any investment that is not of a type traded on an established securities market (within the meaning of Section 15A.453-1(e)(4)(iv) of the Treasury Regulations).

Section 5.3. Two-Year Spending Exception to Rebate Requirement.

(a) Election to Use Actual Facts Instead of Expectations for the 75% Construction Expenditures Test. In general, in order to avail itself of the two-year rebate expenditure exception, the issuer must "reasonably expect" that at least 75% of the Available Construction Proceeds of the issue will be used for, or allocated to, Construction Expenditures. However, the issuer may elect on or before the Issuance Date to base the 75% test on "actual facts" as opposed to "reasonable expectations."

The District hereby elects pursuant to Section 1.148-7(f)(2) of the Treasury Regulations to base the 75% Construction Expenditures test of Section 1.148-7(f) on "actual facts."

(b) Election to Use Actual Facts Instead of Expectations to Determine Available Construction Proceeds for the First Three Semiannual Expenditure Dates. In general, for purposes of determining compliance with the first three spending periods set forth in Section 5.6(B) hereof, Available Construction Proceeds include the amount of future earnings that the District reasonably expected as of the Issuance Date. However, the issuer may elect on or before the Issuance Date to use actual facts instead of reasonable expectations to determine Available Construction Proceeds for the first three semiannual expenditure dates.

The District hereby elects pursuant to Section 1.148-7(f)(2) of the Treasury Regulations to use actual facts instead of reasonable expectations to determine Available Construction Proceeds for the first three semiannual expenditure dates.

Section 5.4. 18-Month Expenditure Exception. Pursuant to Section 1.148-7(d)(3)(ii) of the Treasury Regulations, for purposes of determining compliance with the first two

spending periods under Section 1.148-7(d)(1)(i) of the Treasury Regulations, the amount of investment earnings on the Sale Proceeds of the Bonds is reasonably expected to be \$0.

ARTICLE 6 OTHER TAX MATTERS

Section 6.1 Not Private Activity Bonds. The Bonds are not Private Activity Bonds because they do not satisfy both the Private Use Test and the Private Payment or Security Test or the Private Loan Financing Test.

(i) Private Use Test. No portion of the Proceeds of the Bonds will be used to finance an output facility (within the meaning of the Code). The District will not use any of the Proceeds of the Bonds or any of the property acquired, constructed, remodeled, renovated or equipped out of the Proceeds of the Bonds or any proceeds of disposition of such property or suffer or permit such property or proceeds to be used in such a manner that (a) ten percent (10%) or more of the Proceeds of the Bonds are used directly or indirectly in any activity constituting a trade or business by entities other than state or local governmental units (except for use on the same basis as the general public), (b) five percent (5%) or more of the Proceeds of the Bonds are used as described in (a) either (i) in a manner unrelated to the governmental purpose for which the Bonds are issued or (ii) in a manner related to a governmental purpose for which the Bonds are issued, but in an amount in excess of the amount used for the governmental purpose to which such use relates.

(ii) Private Payment or Security Test. Except for special assessments on property within the assessment district described in the Resolution, the District will not cause the payment of the principal of, or interest on more than ten percent (10%) of the proceeds of the Bonds to be (under the terms of the issue or any underlying arrangement), directly or indirectly, (a) secured by any interest in (i) property used or to be used in a trade or business carried on by a person other than a state or local government unit (except for use on the same basis as the general public), or (ii) payments in respect of such property; or (b) derived from payments (whether or not the District) in respect of property, or borrowed money, used or to be used in a trade or business carried on by a person other than a state or local governmental unit (except for use on the same basis as the general public). For the purpose of this paragraph, any activity of a person other than a natural person shall be treated as a trade or business.

(iii) Private Loan Financing Test. The District will not use any of the Proceeds of the Bonds in a manner that five percent (5%) (or \$5,000,000, if less) of the Proceeds of the Bonds are used directly or indirectly to make or finance loans to entities other than state or local governmental units (other than being used to acquire or carry investments which are not being acquired for the purpose of carrying out the purpose for which the Bonds are issued or being used to finance the assessments).

Section 6.2. Bonds Not Federally Guaranteed. Except for the investments of the type described in the last sentence of this Section 6.2, no portion of the payment of principal or interest on the Bonds or any credit enhancement or liquidity device relating to the foregoing is or will be guaranteed, directly or indirectly (in whole or in part), by the United States (or any agency or instrumentality thereof). No portion of the Gross Proceeds of the Bonds has been or will be used to make loans the payment of principal or interest with respect to which is or will be guaranteed (in

whole or in part) by the United States (or any agency or instrumentality thereof), or invested (directly or indirectly) in federally insured deposits or accounts. The foregoing provisions shall not apply to (A) proceeds of the Bonds invested for an initial temporary period, as described in Section 148(a) of the Code, until such proceeds are needed for the purpose for which said obligations were issued, (B) investments in a bona fide debt service fund (as defined in Section 1.148-1(b) of the Treasury Regulations), (C) investments in a reasonably required reserve or replacement fund that meets the requirements of Section 148(d) of the Code, (D) investments in obligations issued by the United States Treasury, or (E) any other investments permitted under the Treasury Regulations.

Section 6.3. Information Return. The District will file with the Internal Revenue Service Form 8038-G (and all other required reporting forms) within the time and in the manner prescribed by the Internal Revenue Service under Section 149(e) of the Code.

ARTICLE 7 MISCELLANEOUS

Section 7.1. Future Events. The District acknowledges that any changes in facts or expectations from those set forth in this certificate could give rise to different yield restrictions or rebate requirements from those set forth herein. The District shall promptly contact Bond Counsel if such changes do occur.

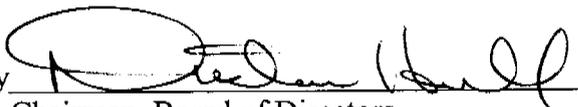
Section 7.2. Permitted Changes; Opinion of Bond Counsel. In the Resolutions, the District covenanted to comply with requirements necessary in order for interest on the Bonds to remain tax exempt for federal income tax purposes under the provisions of the Code. To implement the covenants in the Resolutions, the District, certifies, represents to and covenants with the owners from time to time of the Bonds comply with the provisions of this certificate unless and until it receives the opinion of Bond Counsel to the effect that continued compliance with such provision or provisions is not necessary for interest on the Bonds to remain tax exempt under the Code.

Section 7.3. Successors and Assigns. The terms, provisions and conditions of this Tax Certificate shall bind and inure to the benefit of the respective successors and assigns of the District.

Section 7.4. Headings. The headings of this Tax Certificate are inserted for convenience only and shall not be deemed to constitute a part of this Tax Certificate.

DATED: September 12, 2005.

**TARTESSO WEST COMMUNITY
FACILITIES DISTRICT (TOWN OF
BUCKEYE, ARIZONA)**

By 
Chairman, Board of Directors

By 
Clerk

EXHIBIT A

DEFINITIONS

The following terms, as used in this Exhibit A and in the Tax Certificate to which it is attached and in the other Exhibits to the Tax Certificate, have the following meanings:

"Bona Fide Debt Service Fund" means a fund, including a portion of or an account in that fund (or in the case of a fund established for two or more bond or note issues, the portion of that fund allocable to an issue pursuant to applicable Treasury Regulations) or a combination of such funds, accounts or portions that is used primarily to achieve a proper matching of revenues and Debt Service on an issue within each Bond Year and that is depleted at least once each Bond Year except for a reasonable carryover amount (not to exceed the greater of the earnings on the fund for the immediately preceding Bond Year or one-twelfth of the principal and interest payments on the Bonds for the immediately preceding Bond Year.

"Bond Year" means the annual period relevant to the application of Section 148(f) to the issue, except that the first and last Bond Years may be less than 12 months long. The last day of a Bond Year shall be the close of business on the day preceding the anniversary of the Issuance Date of the issue unless the Issuer selects another date on which to end a Bond Year in the manner permitted by the Code.

"Certificates of Deposit" means an instrument that has a fixed interest rate, a fixed principal payment schedule, a fixed maturity and a substantial penalty for early withdrawal.

"Code" means the Internal Revenue Code of 1986, as amended.

"Commingled Fund" means any fund or account of the Issuer that contains both Gross Proceeds of an issue and amounts in excess of \$25,000 that are not Gross Proceeds of that issue if the amounts in the fund or account are invested and accounted for collectively, without regard to the source of funds deposited in the fund or account.

"Controlled" or **"Controlled Group"** means a group of entities controlled directly or indirectly by the same entity or group of entities within the meaning of Section 1.150-1(e) of the Treasury Regulations.

"Fair Market Value" means, in the case of an investment, the price at which a willing buyer would purchase the investment from a willing seller. If the investment is not readily salable, the Fair Market Value shall be determined by taking into account the price at which a willing buyer would purchase the same (or a substantially similar) investment from the issuer of the investment. The price shall not be increased by brokerage commissions, administrative expenses or similar expenses. The price at which a willing buyer would purchase an investment that is traded in an established securities market (within the meaning of Section 15A.453-1(e)(4)(iv) of the Treasury Regulations) shall generally be determined as provided in Section 20.2031-2 of the Treasury Regulations (relating to estate tax). Different guidelines exist for determining the Fair Market Value of Certificates of Deposit and Guaranteed Investment Contracts as described in subparagraphs (A) and (B), below.

(A) **Certificates of Deposit.** The purchase of a Certificate of Deposit will be deemed to be an investment purchased at its Fair Market Value if the price at which it is purchased or sold is the bona fide bid price quoted by a dealer who maintains an active secondary market in such Certificates of Deposit. If there is no active secondary market in such Certificates of Deposit, the purchase of such Certificate of Deposit will be deemed to be an investment purchased at its Fair Market Value if (i) at least three bona fide bids are received from unrelated financial institutions, (ii) the Certificate of Deposit is purchased from the

financial institution offering the highest yield, (iii) the yield on the Certificate of Deposit is not less than the yield then currently available from the provider on comparable Certificates of Deposit offered to other persons from a source of funds other than Gross Proceeds of an issue of tax-exempt bonds, and (iv) such yield is not less than the yield on reasonably comparable direct obligations of the United States. Notwithstanding anything stated previously in this subparagraph (A), the yield of a Certificate of Deposit is not less than the highest yield that is published or posted by the provider to be currently available from the provider on comparable Certificates of Deposit offered to the public and such yield is not less than the yield on reasonably comparable direct obligations of the United States.

(B) Guaranteed Investment Contracts. A Guaranteed Investment Contract (a "GIC") will be deemed to be an investment purchased at its Fair Market Value if (i) at least three bids on the GIC from persons other than those with a material financial interest in the tax-exempt issue (e.g., Placement Agents) are received, (ii) the yield on the GIC purchased is at least equal to the yield offered under the highest bid received from an uninterested party, (iii) the yield on the GIC purchased is at least equal to the yield offered on reasonably comparable GICs offered to other persons, if any, from a source of funds other than Gross Proceeds of an issue of tax-exempt bonds, (iv) the price of the GIC purchased takes into account as a significant factor the issuer's expected drawdown for the funds to be invested (exclusive of float funds and reasonably required reserve or replacement funds), (v) any collateral security requirements for the GIC purchased are reasonable, based upon all facts and circumstances, and (vi) the obligor on or provider of the GIC purchased certifies as to the amount of administrative costs that are reasonably expected to be paid to third parties in connection with the GIC. For purposes of establishing the Fair Market Value of such a GIC, administrative costs of the GIC include brokerage or selling commissions paid by or on behalf of the issuer [or borrower] of the tax-exempt obligations or the obligor on or provider of the GIC, legal and accounting fees, investment advisory fees, recordkeeping, safekeeping, custody and other similar costs or expenses. The GIC may be purchased from an obligor or provider that has a material financial interest in the tax-exempt issue only if the yield on the GIC is at least as high as the highest-yielding GIC for which a qualifying bid is made. Notwithstanding anything stated previously in this subparagraph (B), the purchase of any GIC will be at Fair Market Value if the investment contract has a term of six months or less, the GIC is traded on an established securities market (within the meaning of Section 15A.453-1(e)(4)(iv) of the Treasury Regulations) or the yield (including administrative fees) on the GIC is more than 1/4% (.25%) below the yield on the Bonds and such GIC is not entered into for the purpose of offsetting arbitrage earned or to be earned on other investments of Gross Proceeds.

"501(c)(3) Organization" means an organization described in Section 501(c)(3) of the Code and exempt from federal income taxation under Section 501(a) of the Code.

"Governmental Unit" means a state, territory or possession of the United States, the District of Columbia, or any political subdivision thereof referred to as a "state or local governmental unit" in Section 1.104-1(a) of the Treasury Regulations. "Governmental Unit" does not include the United States or any agency or instrumentality of the United States.

"Gross Proceeds" means Proceeds plus Replacement Proceeds of an issue. See Section 1.148-1(b) of the Treasury Regulations.

"Guaranteed Investment Contract" includes (i) any investment that has specifically negotiated withdrawal or reinvestment provisions and a specifically negotiated interest rate and (ii) any agreement to supply investments on two or more future dates (e.g., a forward supply contract).

"Higher Yielding Investments" means any investment property (as defined in Sections 148(b)(2) and (b)(3) of the Code) that produces a yield that (i) in the case of investment property allocable to Replacement Proceeds of an issue and investment property in a refunding escrow, is more than one

thousandth of one percentage point (.00001) higher than the yield on the applicable issue, and (ii) for all other purposes of this Certificate, is more than one-eighth of one percentage point (.00125) higher than the yield on the applicable issue.

"Issuance Costs" means any financial, legal administrative and other fees or costs incurred in connection with the issuance of an issue, including Placement Agent's compensation withheld from the Issue Price. See Section 1.150-1(b) of the Treasury Regulations.

"Issuance Date" means the date of physical delivery of an issue by the Issuer in exchange for the purchase price of the issue. See Section 1.150-1(b) of the Treasury Regulations.

"Issue Price" has the meaning set forth in the Tax Certificate and the Placement Agent's Certificates.

"Minor Portion" means an amount equal to the lesser of \$100,000 or 5% of the Sale Proceeds of an issue. See Section 1.148-1(b) of the Treasury Regulations.

"Non-purpose Investments" means any investment property that is acquired with Gross proceeds as an investment and not in carrying out any governmental purpose of the issue. "Non-purpose Investments" does not include any investment that is not regarded as "investment property" or a "non-purpose investment" for the particular purposes of Section 148 (such as certain investments in U.S. Treasury obligations in the State and Local Government Series and certain temporary investments), but does include any other investment that is a "Non-purpose Investment" within the applicable meaning of Section 148 of the Code and the Treasury Regulations promulgated thereunder.

"Pre-Issuance Accrued Interest" means interest on an obligation that accrued for a period not greater than one year before its Issuance Date and that will be paid within one year after the Issuance Date.

"Private Activity Bonds" means obligations of an issue where both the Private Business use Test and the Private Security or Payment Tests are met or where the Private Loan Financing Test is met.

(A) Private Business Use Test. Generally, an issue of bonds will meet the Private Business Use Test if more than ten percent (10%) of the proceeds of the bonds are to be used for any Private Business Use. See Section 141(b)(1) of the Code.

(B) Private Security or Payment Test. Generally, an issue of bonds will meet the Private Security or Payment Test if the payment of the principal of (or interest on) bonds representing more than ten percent (10%) of the proceeds of the issue (i) is secured by (a) any interest in property used in or for a Private Business Use or (b) payments with respect to such property or (ii) is to be derived from payments in respect of property or borrowed money used for a Private Business Use. See Section 141(b)(2) of the Code.

(C) Private Loan Financing Test. Obligations of an issue are also Private Activity Bonds if more than five percent (5%) of the proceeds (or \$5 million, if less) of the issue are to be used to make or finance loans to Private Persons.

"Private Business Use" means any use (direct or indirect) in a trade or business carried on by any person other than a Governmental Unit. Any activity by a corporation, association, or partnership is treated as a trade or business activity.

"Private Person" means any natural person or any artificial person, including a corporation, partnership, trust or other entity, that is not a Governmental Unit and that is not acting solely and directly as an officer or employee of or on behalf of the issuer or another Governmental Unit.

"Qualified Guarantee" means any guarantee of an obligation that constitutes a "qualified guarantee" within the meaning of Section 1.148-4(f) of the Treasury Regulations.

"Rebate Amount" means with respect to an issue as of any date the excess of future value, as of that date, of all receipts on Non-purpose Investments acquired with Gross Proceeds of the issue over the future value, as of that date, of all payments on Non-purpose Investments acquired with Gross Proceeds of the issue, computed in accordance with Section 148(f) of the Code and Section 1.148-3 of the Treasury Regulations.

"Related Party" means in reference to a Governmental Unit or 501(c)(3) Organization, any member of the same Controlled Group, and, in reference to any person that is not a Governmental Unit or 501(c)(3) Organization, a related person is defined in Section 144(a)(3) of the Code.

"Replacement Proceeds" means with respect to an issue, amounts (including any investment income but excluding any proceeds of that issue) replaced by proceeds of that issue pursuant to Section 148(a)(2) of the Code. Replacement Proceeds may include amounts held in a sinking fund, pledged fund or reserve or replacement fund for an issue.

"Sale Proceeds" means that portion of the Issue Price actually or constructively received by the issuer upon the sale or other disposition of an issue, including any Placement Agent's compensation withheld from the Issue Price, but excluding Pre-Issuance Accrued Interest. See Section 1.148-1(b) of the Treasury Regulations.

"Temporary Period" means the period of time, as set forth in the Tax Certificate, applicable to particular categories of Proceeds of an issue during which such category of Proceeds may be invested in Higher Yielding Investments without the issue being treated as arbitrage bonds under Section 148 of the Code.

"Transferred Proceeds" means that portion of the proceeds of an issue (including Transferred Proceeds of that issue) that remains unexpended at the time that any portion of the principal of that issue is discharged with the proceeds of a refunding issue and that thereupon becomes proceeds of the refunding issue in accordance with Section 1.148-9(b) of the Treasury Regulations. Transferred Proceeds do not include Replacement Proceeds.

The terms "bond", "reasonable retainage", "reasonably required reserve or replacement fund", "loan", "sinking fund", "multipurpose issue", "purpose investment", "variable yield issue" and other terms relating to Code provisions used but not defined in this Certificate shall have the meanings given to them for purposes of Sections 103 and 141 to 150 unless the context indicates another meaning.

EXHIBIT B

SOURCES AND USES OF BOND PROCEEDS AND OTHER MONEYS

SOURCES

Principal amount of Bonds	\$110,000.00
TOTAL SOURCES	<u>\$110,000.00</u>

USES

Deposit to Construction and Acquisition Fund	\$79,000.00
Deposit to the Construction and Acquisition Fund to pay Costs of Issuance	<u>31,000.00</u>
TOTAL USES	<u>\$110,000.00</u>

EXHIBIT C

Principal Amount of Bonds	\$110,000.00
ISSUE PRICE	\$110,000.00
SALE PROCEEDS	\$ 110,000.00
Less: Minor Portion	<u>(2,200.00)</u>
NET SALE PROCEEDS	<u>\$107,800.00</u>

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

CLOSING CERTIFICATE OF
TOWN OF BUCKEYE, ARIZONA

The undersigned, the Mayor, the Town Clerk and the Town Manager of the Town of Buckeye, Arizona (the "*Town*"), acting for and on behalf of the Town, HEREBY CERTIFY as follows:

1. That they are the duly chosen, qualified and acting Mayor, Town Clerk and Town Manager of the Town, respectively, and as such are familiar with the properties, affairs, books and corporate records of the Town.

2. That the Town is a duly incorporated and validly existing municipal corporation of the State of Arizona and is governed by duly elected and qualified Mayor and six Council Members.

3. (a) That on November 2, 2004, Resolution No. 63-04 (the "*Resolution*") of the Mayor and Council of the Town of Buckeye, Arizona, Ordering Formation of Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*") was duly adopted by the Mayor and Council of the Town at a duly called meeting (the "*Meeting*") of the Mayor and Council of the Town at which a quorum was present and acting throughout; that the Resolution has not been altered, amended, repealed, revoked or rescinded as of the date hereof; that notice of the Meeting was posted more than 24 hours prior to the Meeting and that the Meeting was open to the public.

(b) That the Town has no rules of procedure which would invalidate or make ineffective the Resolution.

(c) That the Resolution has not been repealed, revoked or rescinded.

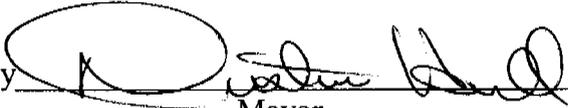
4. That, on the date hereof, the persons named below are the duly qualified and acting incumbents of the offices of the Town set forth below their respective signatures and the signatures appearing above their respective names are the genuine official signatures of said officers.

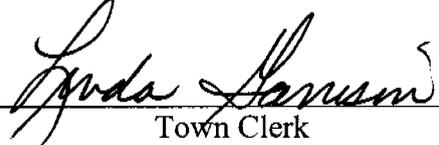
5. That, to the knowledge of the undersigned, no litigation or proceeding is pending or threatened in any court or administrative body contesting the due organization and valid existence of the Council of the Town or the Town, the titles of the Mayor and members of

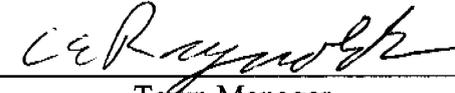
the Council of the Town to their respective offices or the validity, due authorization and execution of the Resolution; contesting the due organization or valid existence of the District.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and the seal of the Town on September 12, 2005.

TOWN OF BUCKEYE, ARIZONA

By  _____
Mayor

By  _____
Town Clerk

By  _____
Town Manager

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

RECEIPT, REQUEST FOR AUTHENTICATION AND
CERTIFICATE REGARDING INDEBTEDNESS

I, the undersigned Finance Director of the Town of Buckeye, Arizona, ex officio Treasurer of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*") hereby certify that I received from the purchaser on the date of this Certificate the amount of \$110,000 for the purchase of the District General Obligation Bonds, Series 2005 (the "*Bonds*"), of the District.

The undersigned hereby requests that Wells Fargo Bank, N.A., acting as registrar, authenticate \$110,000 in aggregate principal amount of the Bonds in the amount and interest rate and maturing on the date shown in the Certificate as to Signatures and Litigation appearing in the transcript of which this Certificate is a part and cause the same to be delivered to or upon the order of the initial purchaser thereof.

I further certify that, based on the Owner's Certificate of Market Value of Real Property and Improvements, the total aggregate outstanding amount of bonds and any other indebtedness for which the full faith and credit of the District are pledged does not exceed sixty percent (60%) of the aggregate of the estimated market value of the real property and improvements in the District after the public infrastructure of the District has been completed plus the value of the public infrastructure owned or to be acquired by the District with the proceeds of the above-referenced Bonds.

Dated: September 12, 2005

TARTESSO WEST COMMUNITY
FACILITIES DISTRICT (TOWN OF
BUCKEYE, ARIZONA)

By 
Treasurer

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

CERTIFICATE OF MARKET VALUE

The undersigned, of Stardust-Tartesso W12, Inc. (the "*Company*"), hereby certify that, with respect to Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*"): (i) the Company is (or was) the owner of the real property located in the District; and (ii) the market value of such real property and improvements located thereon is not less than \$500,000.

DATED: September 12, 2005

STARDUST-TARTESSO W12, INC.

By Robert C. Spivey
Its SECRETARY

FEDERAL TAXPAYER I.D. NO. 43-2088856

BOND REGISTRAR, TRANSFER AGENT AND PAYING AGENT CONTRACT FOR BONDS OF TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA)

This Bond Registrar, Transfer Agent and Paying Agent Contract dated as of September 12, 2005 (the "*Agreement*"), is made and entered into between the **TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA)** (hereinafter called the "*District*"), and **WELLS FARGO BANK, N.A.**, Phoenix, Arizona (hereinafter called the "*Bank*"), and witnesseth as follows:

Pursuant to Resolution No. 06-05 (the "*Bond Resolution*"), the District will issue its District General Obligation Bonds, Series 2005 (the "*Bonds*") in the aggregate principal amount of \$110,000. The District Board of the District has determined that the services of a bond registrar, transfer agent and paying agent are necessary and in the best interests of the District.

The Bank desires to perform Registrar, Transfer Agent and Paying Agent Services during the life of Bonds.

For and in consideration of the mutual promises, covenants, conditions and agreements hereinafter set forth, the parties do agree as follows:

1. **Services.** The Bank hereby agrees to provide the following services:

A. Registrar services which shall include, but not be limited to (1) initial authentication and verification of the Bonds to persons or entities meeting the qualifications set forth in the Bond Resolution; (2) keeping registration books sufficient to comply with Section 149 of the Internal Revenue Code of 1986, as amended (the "*Code*"); (3) recording transfers of ownership of the Bonds promptly as such transfers occur; (4) protecting against double or over-issuance; (5) authenticating new Bonds prepared for issuance to transferees of original and subsequent purchasers; (6) informing the District of the need for additional printings of the Bonds should the forms printed prior to initial delivery prove inadequate; and (7) lodging with the District the signatures of the persons authorized and designated from time to time to authenticate the Bonds.

B. Transfer agent services which shall include, but not be limited to, (1) receiving and verifying all Bonds tendered for transfer; (2) preparing new Bonds for delivery to transferees who sign an Investment Letter in the form attached to the Bond Resolution and delivering same either by delivery or by mail, as the case may be; (3) destroying Bonds submitted for transfer; and (4) providing proper information for recordation in the registration books.

C. Paying agent services which shall include, but not be limited to, (1) providing a billing to the District at least thirty (30) days prior to a Bond interest payment date setting forth the amount of principal and interest due on such date; (2) preparing, executing, wiring or mailing all interest payments to each registered owner of the Bonds one (1) business day prior to the scheduled payment date or as soon as money for payment of such interest has been

transferred to the paying agent but in no event later than 2:30 p.m., eastern time, on the date such payments are due; (3) verifying all matured Bonds upon their surrender; (4) paying all principal and premium, if any, due upon the Bonds as they are properly surrendered therefor to the Bank; (5) preparing a semiannual reconciliation showing all principal and interest paid during the period and providing copies thereof to the District; (6) inventorying all cancelled checks, or microfilm proof of such checks for six (6) years after payment; and (7) making proof of such payments available to the District or any owner or former owner.

2. **Record Date.** The "*Record Date*" for the payment of interest will be the close of business on the last day of the calendar month next preceding an interest payment date. Normal transfer activities will continue after the Record Date but the interest payments will be mailed to the registered owners of Bonds as shown on the books of the Bank on the close of business on the Record Date. Principal (and premium, if any) shall be paid only on surrender of the particular Bond at or after its maturity or prior redemption date, if applicable.

3. **Redemption Notices.** The Bank agrees to provide certain notices to the Bond owners as required in the resolution of the District approving the issuance, sale and delivery of the Bonds. Notice of redemption of any Bonds redeemed prior to their stated maturity date shall be mailed by first class mail to each registered owner not more than sixty (60) days nor less than thirty (30) days prior to the date of redemption and to at least two national information services. Notice of redemption may be sent to any securities depository by mail, facsimile transmission, wire transmission or any other means of transmission of the notice generally accepted by the respective securities depository.

Notice of redemption shall be sent by first class mail or electronically to any depository institution which is a registered owner, such that the notice of redemption is received not less than two (2) days prior to the date of general release to the public. The Bank agrees to send a duplicate notice of redemption to any registered owner who has not submitted Bonds for redemption within thirty (30) days after the date set for redemption.

Each redemption notice must contain, at a minimum, the complete official name of the issue with series designation, CUSIP number, certificate numbers, amount of each Bond called (for partial calls), date of issue, interest rate, maturity date, publication date (date of release to the general public, or the date of general mailing of notices to Bond owners and information services), redemption date, redemption price, redemption agent and the name and address of the place where Bonds are to be tendered, including the name and phone number of the contact person.

4. **Issuance and Transfer of Bonds.** The Bank will issue the Bonds to registered owners, require the Bonds to be surrendered and cancelled and new Bonds issued upon transfer, and maintain a set of registration books showing the names and addresses of the owners from time to time of the Bonds. The Bank shall promptly record in the registration books all changes in ownership of the Bonds.

5. **Payment Deposit.** The District will transfer immediately available funds to the Bank no later than one (1) business day prior to or, if agreed to by the parties hereto, on the date on which the interest, principal and premium payments (if any) are due on the Bonds, but in no event later than 1:00 p.m., eastern time, on the date such payments are due. The Bank shall not

be responsible for payments to Bond owners from any source other than moneys transferred to it by the District.

6. **Collateral.** The Bank shall collateralize the funds on deposit at the Bank in accordance with A.R.S. §§ 35-323 and 35-491.

7. **Turnaround Time.** The Bank will comply with the 3 business day turnaround time required by Securities and Exchange Commission Rule 17Ad-2 on routine transfer items.

8. **Fee Schedule; Initial Fee.** For its services under this Contract, the District will pay the Bank in accordance with the fee schedule set forth in the attached *Exhibit A*, which is incorporated herein by reference. The fee for the Bank's initial services hereunder and services to be rendered until the end of the District's current fiscal year is \$1,000 and shall be due at the initial delivery of the Bonds and shall be payable from proceeds of the Bonds. Subsequent payments shall be made in accordance with this Contract.

9. **Fees for Services in Subsequent Fiscal Years.** The Bank will bill the District prior to June 1, 2006, and prior to each June 1 thereafter.

10. **Hold Harmless.** The Bank shall indemnify and hold harmless the District, its District Board, the Treasurer of the District and all boards, commissions, officials, officers and employees of the District, individually and collectively, from the Bank's failure to perform to its standard of care as herein stated.

11. **Standard of Care Required.** In the absence of bad faith on its part in the performance of its services under this Agreement, the Bank shall not be liable for any action taken or omitted to be taken by it in good faith and believed by it to be authorized hereby or within the rights and powers conferred upon it hereunder, nor for action taken or omitted to be taken by it in good faith and in accordance with advice of counsel, and shall not be liable for any mistakes of fact or error or judgment or for any actions or omissions of any kind unless caused by its own willful misconduct or negligence.

12. **Entire Agreement.** This Contract and *Exhibit A* attached hereto contain the entire understanding of the parties with respect to the subject matter hereof, and no waiver, alteration or modification of any of the provisions hereof, shall be binding unless in writing and signed by a duly authorized representative of all parties hereto.

13. **Amendment.** The Bank and the District each reserves the right to amend any individual service set forth herein or all of the services upon providing a sixty (60) day prior written notice. Any corporation, association or agency into which the Bank may be converted or merged, or with which it may be consolidated, or to which it may sell or transfer its corporate trust business and assets as a whole or substantially as a whole, or any corporation or association resulting from such conversion, sale merger, consolidation or transfer to which it is a party, *ipso facto*, shall be and become successor bond registrar and paying agent under this Contract and vested with all or the same rights, powers, discretions, immunities, privileges and all other matters as was its predecessor, without the execution or filing of any instrument or any further act, deed or

conveyance on the part of any of the parties hereto, anything herein to the contrary notwithstanding.

14. **Resignation or Replacement.** The Bank may resign or the District may replace the Bank as registrar, transfer agent and paying agent at any time by giving thirty (30) days' written notice of resignation or replacement to the District or to the Bank, as applicable. The resignation shall take effect upon the appointment of a successor registrar and paying agent.

A successor registrar and paying agent will be appointed by the District; provided, that if a successor registrar and paying agent is not so appointed within ten (10) days after a notice of resignation is received by the District, the Bank may apply to any court of competent jurisdiction to appoint a successor registrar and paying agent.

15. **Reports to Arizona Department of Revenue.** The Bank shall make such reports to the Arizona Department of Revenue (the "*Department*") pertaining to the retirement of any Bonds and of all payments of interest thereon immediately upon such retirement or payment as may be required by the Department pursuant to A.R.S. § 35-502.

16. **Form of Records.** The Bank's records shall be kept in compliance with standards as have been or may be issued from time to time by the Securities and Exchange Commission, the Municipal Securities Rulemaking Board of the United States, the requirements of the Code and any other securities industry standard. Bank shall retain such records in accordance with the applicable record keeping standard of the Internal Revenue Service.

17. **Advice of Counsel and Special Consultants.** When the Bank deems it necessary or reasonable, it may apply to Gust Rosenfeld P.L.C. or such other law firm or attorney approved by the District for instructions or advice. Any fees and costs incurred shall be added to the next fiscal year's fees, costs and expenses to be paid to the Bank.

18. **Examination of Records.** The District, or its duly authorized agents may examine the records relating to the Bonds at the office of the Bank where such records are kept at reasonable times as agreed upon with the Bank and such records shall be subject to audit from time to time at the request of the District, the Bank or the Auditor General of the State of Arizona.

19. **Payment of Unclaimed Amounts.** In the event any check for payment of interest on a Bond is returned to the Bank unendorsed or is not presented for payment within two (2) years from its payment date, or any Bond is not presented for payment of principal at the maturity or redemption date, if funds sufficient to pay such interest or principal due upon such Bond shall have been made available to the Bank for the benefit of the owners thereof, it shall be the duty of the Bank to hold such funds, without liability for interest thereon, for the benefit of the owners of such Bonds who shall thereafter be restricted exclusively to such funds for any claim of whatever nature relating to such Bond or amounts due thereunder. The Bank's obligation to hold such funds shall continue for two (2) years and six (6) months following the date on which such interest or principal payment became due, whether at maturity or at the date fixed for redemption, or otherwise, at which time the Bank shall surrender such unclaimed funds so held to the District, whereupon any claim of whatever nature by the owner of such Bonds arising under such Bond shall be made upon the District.

20. **Invalid Provisions.** If any provision hereof is held to be illegal, invalid or unenforceable under present or future laws, this Contract shall be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid or unenforceable provision.

21. **Mutilated, Lost or Destroyed Bonds.** With respect to Bonds which are mutilated, lost or destroyed, the Bank shall cause to be executed and delivered a new Bond of like date and tenor in exchange and substitution for and upon the cancellation of such mutilated Bond or in lieu of and in substitution for such Bond lost or destroyed, upon the registered owner's paying the reasonable expenses and charges in connection therewith and, in the case of any Bond destroyed or lost, filing by the registered owner with the Bank and the District of evidence satisfactory to the Bank and the District that such Bond was destroyed or lost, and furnishing the Bank with a sufficient indemnity bond pursuant to Arizona Revised Statutes Section 47-8405.

22. **Conflict of Interest.** Each party gives notice to the other parties that A.R.S. Section 38-511 provides that the State of Arizona (the "State"), its political subdivisions or any department or agency of either, may within three (3) years after its execution cancel any contract without penalty or further obligation made by the State, its political subdivisions or any of the departments or agencies of either, if any person significantly involved in initiating, negotiating, securing, drafting or creating the contract on behalf of the State, its political subdivisions or any of the departments or agencies of either, is at any time while the contract or any extension of the contract is in effect, an employee or agent of any other party to the contract in any capacity or a consultant to any other party to the contract with respect to the subject matter of the contract.

23. **Costs and Expenses.** The District hereby agrees to pay all costs and expenses of the Registrar pursuant hereto. If, for any reason, the amounts the District agrees to pay herein may not be paid from the annual tax levy for debt service on the Bonds, such costs shall be paid by the District from any funds lawfully available therefor and the District agrees to take all actions necessary to budget for and authorize expenditure of such amounts.

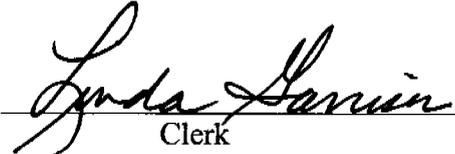
24. **Covenants.** The District has agreed in its authorizing resolution to take all necessary actions required to preserve the tax-exempt status of the Bonds. Such actions may require the calculation of amounts of arbitrage rebate which may be due and owing to the United States. The calculation of such rebate amount may be performed by an individual or firm qualified to perform such calculations and who or which may be selected and paid by the District. If the District does not retain a consultant to do the required calculations concerning arbitrage rebate and if a rebate calculation is required to permit interest on the District's Bonds to be and remain exempt from gross income for federal income tax purposes, the District may include, in addition to all other bills payable under this Contract, the costs and expenses and fees of an arbitrage consultant. The District may contract with a consultant to perform such arbitrage calculations as are necessary to meet the requirements of the Code. All fees, costs and expenses so paid may be deducted from moneys of the District or from tax levies made to pay the interest on the Bonds. Such costs, fees and expenses shall be considered as interest payable on the Bonds. The Bank shall have no responsibilities in connection with this Section.

This Contract is dated and effective as of September 12, 2005.

**TARTESSO WEST COMMUNITY
FACILITIES DISTRICT (TOWN OF
BUCKEYE, ARIZONA)**

By 
Chairman, District Board

ATTEST:


Clerk

WELLS FARGO BANK, N.A., as Registrar

By 
Authorized Representative

Attach as Exhibit A the fee schedule of the Registrar.



CORPORATE TRUST AND ESCROW SERVICES
MAC S4101-22E
100 WEST WASHINGTON, 22ND FLOOR
PHOENIX, AZ 85003
(602) 378-2340 TELE
(602) 378-2333 FAX

WELLS FARGO BANK, N.A.
Schedule of Fees for Services as
Registrar and Paying Agent
Tartesso West Community Facilities District
(Town of Buckeye, Arizona)
General Obligation Refunding Bonds, Series 2005

ACCEPTANCE FEE: **\$250.00**
A one-time charge covering review and negotiation of documents with underwriter, issuer and attorneys and account set up.

TRUSTEE COUNSEL: **NONE ANTICIPATED**
Wells Fargo does not anticipate using outside counsel to review transaction documents. This assumes that an opinion of Trustee Counsel will not be required. Should a legal opinion from the trustee be required, Wells Fargo will engage necessary counsel with fees for such services billed at cost.

ANNUAL REGISTRAR AND PAYING AGENT ADMINISTRATION FEE: **\$750.00**
Payable at closing and annually thereafter. Compensates Wells Fargo for regular administrative duties.

OUT-OF-POCKET EXPENSE: **AT COST**
Wells Fargo reserves the right to bill at cost for out-of-pocket expenses such as express mail, wire charges and travel expenses, if required, incurred in connection with closing.

NOTE: The transaction underlying this proposal, and all related legal documentation, is subject to review and acceptance by Wells Fargo Bank in accordance with industry standards. Should the actual transaction materially differ from the assumptions used herein, Wells Fargo reserves the right to modify this proposal. Fees are subject to periodic review and adjustment.

Dated: August 30, 2005

Page One of One

EXHIBIT A

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

**REGISTRAR'S CERTIFICATE OF COMPLETION
AND AUTHENTICATION**

The undersigned, an authorize representative of Wells Fargo Bank, N.A., as bond registrar, transfer agent and paying agent (the "*Registrar*") under the Bond Registrar, Transfer Agent and Paying Agent Contract dated as of September 12, 2005 (the "*Agreement*"), by and between Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*") and the Registrar hereby certifies that:

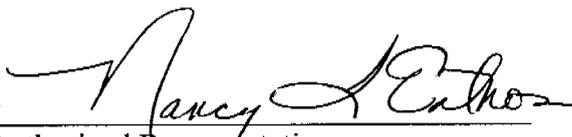
(a) An officer, or authorized signatory, of the Bond Registrar duly qualified, empowered and authorized so to act on behalf of the Bond Registrar (as evidenced by the attached *Exhibit A*) has signed, as authenticating agent, the Certificate of Authentication appearing on the bonds identified above (the "*Bonds*") and initially delivered on this date.

(b) The Bonds have been properly and accurately completed.

(c) The Bonds so completed and authenticated are in the denominations, registered in the names of the registered owners, and delivered in accordance with written authorization and direction to the Bond Registrar.

Dated: September 12, 2005.

WELLS FARGO BANK, N.A.

By 
Authorized Representative

WELLS FARGO BANK, NATIONAL ASSOCIATION
ASSISTANT SECRETARY'S CERTIFICATE

I, Nancy Eatros, hereby certify that I am an Assistant Secretary of Wells Fargo Bank, National Association, a national banking association, (the "Bank"), and I hereby further certify as follows:

1. The following is a true and correct extract from resolutions duly adopted by the Board of Directors of the Bank on November 25, 2003, and no modification, amendment, rescission or revocation of such resolutions has occurred affecting such extract as of the date of this certificate.

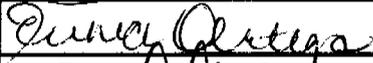
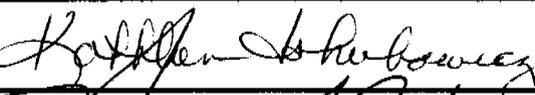
RESOLVED, that for the purposes of these resolutions, "Executive Officer" shall mean any person specifically designated as an Executive Officer of the Bank by resolution of the Board of Directors, and "Signing Officer" shall mean the Chairman of the Board, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, the Treasurer, any Vice President, any Assistant Vice President, any person whose title includes the word "Officer" (e.g., Commercial Banking Officer, Personal Banking Officer, Trust Officer), or any other person whose title has been or is hereafter designated by the Board of Directors as a title for an officer of the Bank, and such officers are hereby authorized to sign agreements, instruments and other documents on behalf of the Bank in accordance with the signing authorities conferred in Parts A, B and C of these resolutions;

C. Signing Officers

FURTHER RESOLVED, that any Signing Officer, acting alone, may execute on behalf of the Bank, whether acting for its own account or in a fiduciary or other representative capacity:

Trust indentures, declarations of trust, trust and agency agreements, pooling and servicing agreements, fiscal and paying agency agreements, acceptances thereof, consents thereto and any similar agreements, however denominated, to which the Bank is a party in a fiduciary or other representative capacity; certificates of authentication or other indicia of valid issuance with respect to bonds, notes, debentures and other securities or obligations issued under any indenture, mortgage, trust or other agreement; certificates for securities deposited, interim certificates and other certificates for and on behalf of the Bank as depository or agent; countersignatures of stocks, bonds, notes, debentures, voting trust certificates, participation certificates and other certificates, instruments, obligations or other securities on behalf of the Bank as trustee, fiscal and paying agent, transfer agent, registrar or in another similar capacity; and certificates of cancellation and cremation of stocks, bonds, debentures or other securities.

2. The following named persons are Signing Officers of the Bank as of the date hereof, and their correct titles and genuine signatures appear beside their names:

Name	Title	Signature
Brenda Black	Vice President	
Eunice Ortega	Vice President	
Jeffrey B. Kassels	Assistant Vice President	
Kathleen Jakubowicz	Vice President	
Nancy Eatros	Vice President	

IN WITNESS WHEREOF, I have hereunto set my hand this day

September 12, 2005.



Paula N Boemer
Assistant Secretary



RBC
Dain Rauscher

Member NYSE/SIPC

2398 East Camelback Road
Suite 700
Phoenix, Arizona 85016
(602) 381-5362
(602) 381-5380 FAX

FINAL
SETTLEMENT, DELIVERY & CLOSING PROCEDURES

Issue: \$110,000
Tartesso West Community Facilities District
(Town of Buckeye, Arizona)
District General Obligation Bonds,
Series 2005

Bonds Dated: September 12, 2005

Interest
Payment Dates: January 15 and July 15 of each year, commencing January 15, 2006.

Ratings: Not Rated

Maturity Dates,
Principal Amounts,
Interest Rate: See Exhibit A

Mandatory Sinking
Fund Redemption: See Exhibit A

CUSIP Number: July 15, 2030 876498BA3

Closing: **Monday, September 12, 2005**
8:00 a.m., M.S.T.
Gust Rosenfeld P.L.C.
201 East Washington Street
Suite 800
Phoenix, Arizona 85004-2327
Scott Ruby, Esq.
(602) 257-7432
Fax: (602) 340-1538

Participants: See Exhibit B

Registration &
Authentication: Gust Rosenfeld P.L.C. will deliver the Bonds to Wells Fargo Bank, N.A. (Nancy Eatros) for registration and authentication. After the Bonds have been registered and authenticated, Wells Fargo Bank, N.A. will verify registration

Settlement, Delivery & Closing Procedures

\$110,000 Tartesso West Community Facilities District
(Town of Buckeye, Arizona)
District General Obligation Bonds,
Series 2005
Page 2

instructions with The Depository Trust Company in preparation of a F.A.S.T. closing.

Settlement Instructions:

SOURCES OF FUNDS

- 1) On the business day prior to closing, September 9, 2005, **\$110,000.00** representing the par value of the Bonds will be wire transferred from the RBC Dain Rauscher Account of Christopher P. Hamel ("Purchaser") to the following:

The Stockmen's Bank
219 North 4th Street
Buckeye, Arizona 85326
ABA #: 122105045
Account #: 1401011539
Account Name: Town of Buckeye Combined Fund
Contact Name: Theresa Burns
Contact Phone Number: (623) 386-5693

USES OF FUNDS

- 2) **\$110,000.00** will be held by The Stockmen's Bank in Account # 1401011539 (Town of Buckeye Combined Fund) and used to pay the costs of issuance and the costs of acquisition of the Public Infrastructure.

After notice has been given by Bond Counsel of the completed transfer of funds, and all documentation is in order, the Bonds will be released to RBC Dain Rauscher Inc. via The Depository Trust Company Closing Desk (212) 855-3752, 53, 54, 56, through Donna Hoagland (312) 559-5491

\$110,000
Tartesso West Community Facilities District
(Town of Buckeye, Arizona)
District General Obligation Bonds, Series 2005

Debt Service Schedule

Date	Principal	Coupons	Interest	Semi-Annual Debt Service
09/12/2005				
01/15/2006			\$ 2,475.00	\$ 2,475.00
07/15/2006	\$ 4,000.00	6.00% (a)	3,300.00	7,300.00
01/15/2007			3,180.00	3,180.00
07/15/2007	2,000.00	6.00% (a)	3,180.00	5,180.00
01/15/2008			3,120.00	3,120.00
07/15/2008	2,000.00	6.00% (a)	3,120.00	5,120.00
01/15/2009			3,060.00	3,060.00
07/15/2009	2,000.00	6.00% (a)	3,060.00	5,060.00
01/15/2010			3,000.00	3,000.00
07/15/2010	2,000.00	6.00% (a)	3,000.00	5,000.00
01/15/2011			2,940.00	2,940.00
07/15/2011	3,000.00	6.00% (a)	2,940.00	5,940.00
01/15/2012			2,850.00	2,850.00
07/15/2012	3,000.00	6.00% (a)	2,850.00	5,850.00
01/15/2013			2,760.00	2,760.00
07/15/2013	3,000.00	6.00% (a)	2,760.00	5,760.00
01/15/2014			2,670.00	2,670.00
07/15/2014	3,000.00	6.00% (a)	2,670.00	5,670.00
01/15/2015			2,580.00	2,580.00
07/15/2015	3,000.00	6.00% (a)	2,580.00	5,580.00
01/15/2016			2,490.00	2,490.00
07/15/2016	4,000.00	6.00% (a)	2,490.00	6,490.00
01/15/2017			2,370.00	2,370.00
07/15/2017	4,000.00	6.00% (a)	2,370.00	6,370.00
01/15/2018			2,250.00	2,250.00
07/15/2018	4,000.00	6.00% (a)	2,250.00	6,250.00
01/15/2019			2,130.00	2,130.00
07/15/2019	4,000.00	6.00% (a)	2,130.00	6,130.00
01/15/2020			2,010.00	2,010.00
07/15/2020	4,000.00	6.00% (a)	2,010.00	6,010.00
01/15/2021			1,890.00	1,890.00
07/15/2021	5,000.00	6.00% (a)	1,890.00	6,890.00
01/15/2022			1,740.00	1,740.00
07/15/2022	5,000.00	6.00% (a)	1,740.00	6,740.00
01/15/2023			1,590.00	1,590.00
07/15/2023	5,000.00	6.00% (a)	1,590.00	6,590.00
01/15/2024			1,440.00	1,440.00
07/15/2024	6,000.00	6.00% (a)	1,440.00	7,440.00
01/15/2025			1,260.00	1,260.00
07/15/2025	6,000.00	6.00% (a)	1,260.00	7,260.00
01/15/2026			1,080.00	1,080.00
07/15/2026	6,000.00	6.00% (a)	1,080.00	7,080.00
01/15/2027			900.00	900.00
07/15/2027	7,000.00	6.00% (a)	900.00	7,900.00
01/15/2028			690.00	690.00
07/15/2028	7,000.00	6.00% (a)	690.00	7,690.00
01/15/2029			480.00	480.00
07/15/2029	8,000.00	6.00% (a)	480.00	8,480.00
01/15/2030			240.00	240.00
07/15/2030	8,000.00	6.00% (a)	240.00	8,240.00
Total	\$ 110,000.00		\$ 103,215.00	\$ 213,215.00

(a) Represents mandatory sinking fund redemptions for term bond due July 15, 2030.

DISTRIBUTION LIST

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
GENERAL OBLIGATION BONDS, SERIES 2005**

ISSUER

Town of Buckeye
100 Apache
Suite A
Buckeye, Arizona 85326
FAX: (623) 386-7832

Carroll Reynolds
Town Manager
(623) 386-4691
E-mail: creynolds@buckeyeaz.org

Ron Brown
Finance Director
(623) 386-4691
E-mail: rbrown@buckeyeaz.gov

Kim Sandstrom
CFD Accountant I
(623) 386-4691
E-mail: ksandstrom@buckeyeaz.org

LANDOWNER

Stardust-Tartesso W12, Inc.
6730 North Scottsdale Road
Suite 230
Scottsdale, Arizona 85253
FAX: (480) 607-5801

Jon Munson
(480) 607-5800 Ext. 230
E-mail: jmunson@stardustco.com

Kris Harman
(480) 607-5800 Ext. 234
E-mail: kharman@stardustco.com

Regan Gradke
(480) 607-5800 Ext. 245
E-mail: rgradke@stardustco.com

COUNSEL TO LANDOWNER

Fennemore Craig, P.C.
3003 North Central Avenue
Suite 2600
Phoenix, Arizona 85012
FAX: (602) 916-5541

Jay Kramer, Esq.
(602) 916-5341
E-mail: jkramer@fclaw.com

BOND COUNSEL

Gust Rosenfeld P.L.C.
201 East Washington Street
Suite 800
Phoenix, Arizona 85004
FAX: (602) 340-1538

Scott Ruby, Esq.
(602) 257-7432
E-mail: swruby@gustlaw.com

Gwyne Henning
(602) 257-7447
E-mail: ghenning@gustlaw.com

UNDERWRITER

RBC Dain Rauscher
2398 E. Camelback Road
Suite 700
Phoenix, Arizona 85016
FAX: (602) 381-5380

Shawn Dralle
(602) 381-5362
E-mail: shawn.dralle@rbcdain.com

Matt Diamond
(602) 381-5373
E-mail: matthew.diamond@rbcdain.com

FINANCIAL ADVISOR

Stone & Youngberg LLC
2555 East Camelback Road
Suite 280
Phoenix, Arizona 85016
FAX: (602) 794-4046

Mark Reader
(602) 794-4011
E-mail: mreader@syllc.com

REGISTRAR AND PAYING AGENT

Wells Fargo Bank, N.A.
Wells Fargo Plaza
MAC#S4101-22E
100 West Washington Street
22nd Floor
Phoenix, Arizona 85003
FAX: (602) 378-2333

Nancy Eatros
(602) 378-2337
Email: nancy.l.eatros@wellsfargo.com

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

CERTIFICATE OF PLACEMENT AGENT
REGARDING YIELD ON THE BONDS

RBC Dain Rauscher Inc. has been chosen by Tartesso West Community Facilities District (Town of Buckeye, Arizona (the "*District*"), to act as Placement Agent ("*Placement Agent*") on the issuance of the above-referenced bonds (the "*Bonds*"). As part of its duties as Placement Agent, the Placement Agent has agreed to determine the yield on the above-referenced Bonds. The term "yield" in this context means that discount rate which, when used in computing the present value of all unconditionally payable payments of principal, interest and fees for qualified guarantees on the issue and amounts reasonably expected to be paid as fees for qualified guarantees on the issue, produces an amount equal to the present value, using the same discount rate, of the aggregate issue price of the Bonds as of the issue date. In determining the yield on the Bonds, aggregate issue price of the Bonds is the aggregate of the issue price of each maturity of the Bonds.

The initial purchaser of the Bonds has certified that he has purchased the Bonds for its own account and has not offered or sold, and has no present intention to offer or sell, the Bonds. Based upon such certification by the Bond Purchaser, the undersigned hereby certifies that the Bonds were sold at par and the yield on the above-referenced Bonds is 6.00%.

DATED: September 12, 2005

RBC DAIN RAUSCHER INC.

By: 

\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

RECEIPT FOR BONDS

As the purchaser of the \$110,000 principal amount of Tartesso West Community Facilities District (Town of Buckeye, Arizona) District General Obligation Bonds, Series 2005 (the "*Bonds*"), the undersigned hereby acknowledges receipt of all such Bonds on the date set forth in this receipt.

The undersigned further certifies that the purchaser is purchasing the Bonds for its own account and has not offered or sold, and has no present intention to offer or sell, the Bonds.

DATED: September 12, 2005



Christopher P. Hamel

PRIVATE PLACEMENT INVESTOR LETTER

September 12, 2005

**TARTESSO WEST COMMUNITY
FACILITIES DISTRICT (TOWN
OF BUCKEYE, ARIZONA)**

**Re: Tartesso West Community Facilities District (Town of Buckeye, Arizona)
District General Obligation Bonds, Series 2005**

1. Please be advised that the undersigned is a Qualified Investor (as hereafter defined) and is purchasing the captioned bonds (hereinafter referred to as the "Bonds"), in the original aggregate principal amount of \$110,000. Such purchase is for the account of the undersigned, for the purpose of investment.

2. The undersigned agrees that the Bond or any part thereof may not be transferred.

3. The undersigned acknowledges that it is one of the following:

(i) a bank as defined in Section 3(a)(2) of the Securities Act of 1933, or savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933, whether acting in its individual or fiduciary capacity; broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; insurance company as defined in Section 2(13) of the Securities Act of 1933; investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; plan established and maintained by a state, its political subdivision, or any agency or instrumentality of a state or its political subdivision, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self directed plan, with investment decisions made solely by persons that are accredited investors;

(ii) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

(iii) an organization described in Section 501(c)(3) of the Internal Revenue Code with total assets in excess of \$5,000,000;

(iv) a natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 and the purchase price of the Bonds

does not exceed ten percent (10%) of such person's net worth and an officer of RBC Dain Rauscher Inc.;

(v) a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with the person's spouse in excess of \$300,000 in each of those years and who reasonably expects reaching the same income level the current year and the purchase price of the Bonds does not exceed ten percent (10%) of such person's net worth and an officer of RBC Dain Rauscher Inc.;

(vi) an entity in which all of the equity owners, either directly or indirectly, are of the type described under paragraph (i), (ii), (iii), (iv) or (v) above.

Collectively, the purchaser meeting one or more of the criteria set forth above shall be referred to as a "Qualified Investor".

4. The undersigned expressly waives all responsibility of the Issuer for complying with any applicable federal and state securities laws with respect to the sale of the Bond including any requirement to provide any information that is relevant to the investment decision to purchase the Bond, and agrees to hold the Issuer and the Town of Buckeye, Arizona (hereinafter referred to as the "Town") harmless for, from and against any and all liabilities claims, damages or losses resulting directly or indirectly from such failure to comply.

5. The undersigned acknowledges that the undersigned has had an opportunity to obtain and has obtained all information necessary and has independently evaluated the factors associated with its investment decision and after such evaluation, the undersigned understood and knew that investment in the Bonds involved certain risks, including but not limited to, limited security and source for payment of the Bonds, the status of development and its impact on taxation for payment of the Bonds, the possible transfer of land by the owners of land in the Tartesso West Community Facilities District, failure or inability of owners to complete proposed development of such land, bankruptcy and foreclosure delays, and the lack of any secondary market for the Bonds. The undersigned acknowledges that it is experienced in transactions such as those relating to the Bonds and that the undersigned is knowledgeable and fully capable of independent evaluation of the risks involved in investing in the Bonds. The undersigned is not relying on the Issuer or the Town in making its decision to purchase the Bonds and agrees that the Town is not obligated in any manner for the issuance or payment of the Bonds.

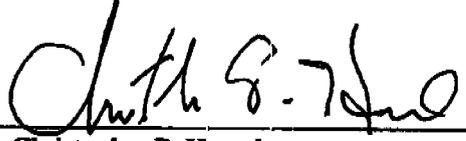
6. The undersigned understands that the Bonds (i) are not being registered under the Securities Act of 1933, as amended, in reliance upon certain exemptions set forth in that Act, (ii) are not being registered or otherwise qualified for sale under the "blue sky" laws and regulations of the State of Arizona or any other state, (iii) will not be listed on any stock or other securities exchange, (iv) will not carry any bond rating from any rating service, and (v) are not marketable.

7. The undersigned acknowledges that the Issuer and the Town, their respective officers, directors, council members, advisors, employees and agents of either of the foregoing, have not undertaken to furnish, nor has the undersigned requested, any other information, or to ascertain the accuracy or completeness of any other information that may have been furnished by any other party. Notwithstanding the foregoing, the undersigned acknowledges that it has received

from RBC Dain Rauscher Inc. the following documents and/or materials related to the project and the District:

- a. Application for the formation of the Tartesso West Community Facilities District
- b. Development, Financing Participation and Intergovernmental Agreement NO. 1 by and among the Town of Buckeye, Arizona and TARTESSO WEST COMMUNITY FACILITIES DISTRICT and STARDUST-TARTESSO W12, INC.
- c. Feasibility Report for the Issuance of Not to Exceed \$200,000 Principal Amount of Tartesso West Community Facilities District (Town of Buckeye, Arizona), District General Obligation Bonds, Series 2005.

CHRISTOPHER P. HAMEL
[PURCHASER]

By 
Name: Christopher P. Hamel

THIS BOND CANNOT BE TRANSFERRED.

Number: R-1

Denomination: \$110,000

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Registrar (or any successor registrar) for registration of transfer, exchange, or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), any transfer, pledge, or other use hereof for value or otherwise by or to any person is wrongful inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA

STATE OF ARIZONA

COUNTY OF MARICOPA

TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BOND
SERIES 2005

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Dated Date</u>	<u>CUSIP</u>
6.00%	July 15, 2030	September 12, 2005	876498 BA 3

Registered Owner: CEDE & CO.

Principal Amount: ONE HUNDRED TEN THOUSAND AND NO/100 DOLLARS (\$110,000)

TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA) (the "District"), for value received, hereby promises to pay to the registered owner identified above, or registered assigns as provided herein, on the maturity date set forth above, the principal amount set forth above, and to pay interest on the unpaid principal amount at the interest rate shown above.

Interest is payable on January 15 and July 15 of each year (each an "interest payment date"), commencing January 15, 2006, and will accrue from the most recent date to which interest has been paid, or, if no interest has been paid, from the original dated date set forth above. Interest will be computed on the basis of a year comprised of 360 days consisting of twelve (12) months having thirty (30) days each.

Principal, interest and any premium are payable in lawful money of the United States of America. Interest will be paid by check payable to the order of and mailed to the registered owner when due at the address shown on the registration books maintained by the registrar at the close of business on the last day or, if not a business day, then the prior business day, of the calendar month next preceding the applicable interest payment date (the "Record Date"). The principal and any premium will be paid when due to the registered owner upon surrender of this bond for payment at the designated office of the paying agent.

In the event that interest is not paid on an interest payment date, the registrar shall establish a special record date for the payment of such interest, if and when funds for the payment of such interest have been received. Notice of the special record date and of the scheduled payment date of the past due interest will be sent at least ten (10) days prior to the special record date, to the address of the owner appearing on the registration books of the registrar.

It is hereby certified and recited that all conditions, acts and things required by the Constitution and laws of the State of Arizona to exist, to occur and to be performed precedent to and in the issuance of this bond exist, have occurred and have been performed and that the series of bonds of which this is one, together with all other indebtedness of the District, is within every debt and other limit prescribed by the Constitution and laws of the State of Arizona, and that due provision has been made for the levy and collection of a direct, annual, ad valorem tax upon all of the taxable property in the District for the payment of this bond and of the interest hereon as each becomes due.

This bond is one of a series of bonds in the aggregate principal amount of \$110,000 of like tenor except as to amount, number, maturity date and redemption provisions, issued by the District to provide funds to make those certain acquisitions and public improvements approved by a majority vote of qualified electors voting at an election duly called and held in and for the District, pursuant to a resolution of the District Board duly adopted prior to the issuance hereof and pursuant to the Constitution and laws of the State of Arizona relative to the issuance and sale of general obligation bonds, and all amendments thereto, and all other laws of the State of Arizona "hereunto enabling.

For the punctual payment of this bond and the interest hereon and for the levy and collection of ad valorem taxes sufficient for that purpose, the full faith and credit of the District are hereby irrevocably pledged. Neither the full faith and credit nor the general taxing power of the Town of Buckeye, Arizona, or the State of Arizona, or any political subdivision thereof (other than the District) is pledged to the payment of the bonds.

The bonds shall be subject to call for redemption prior to their stated maturity date, at the option of the District, by lottery, on any date, at a price which shall consist of the principal amount of the bonds or portion thereof being redeemed, plus accrued interest to the redemption date, without premium.

The bonds are subject to mandatory redemption prior to their stated maturity dates on July 15 of the following years and in the following principal amounts at a redemption price of par plus interest accrued to the date of redemption but without premium:

<u>Redemption Date</u> <u>(July 15)</u>	<u>Principal Amount</u>	<u>Redemption Date</u> <u>(July 15)</u>	<u>Principal Amount</u>
2006	\$4,000	2018	\$4,000
2007	2,000	2019	4,000
2008	2,000	2020	4,000
2009	2,000	2021	5,000
2010	2,000	2022	5,000
2011	3,000	2023	5,000
2012	3,000	2024	6,000
2013	3,000	2025	6,000
2014	3,000	2026	6,000
2015	3,000	2027	7,000
2016	4,000	2028	7,000
2017	4,000	2029	8,000
		2030	8,000 *

*(maturity)

Whenever bonds which are subject to mandatory redemption are purchased, redeemed (other than pursuant to mandatory redemption) or are delivered by the District to the registrar for cancellation, the principal amount of the bonds so retired shall satisfy and be credited against any mandatory redemption requirements for the bonds for such years as the District may direct.

Notice of redemption of any bond in advance of maturity will be mailed to the registered owner of the bond or bonds being redeemed at the address shown on the bond register maintained by the registrar not more than sixty (60) nor less than thirty (30) days prior to the date set for redemption. Failure to properly give notice of redemption shall not affect the redemption of any bond for which notice was properly given. When so called for redemption, the bonds will cease to bear interest on the date fixed for redemption if on that date sufficient funds for such redemption are on deposit at the place of payment.

The registrar and the paying agent on the original issue date is Wells Fargo Bank, N.A., Phoenix, Arizona. The registrar or the paying agent may be changed by the District without notice.

This bond is not transferable by the registered owner.

So long as the book-entry-only system is in effect, this bond is non-transferable. If the book-entry-only system is discontinued, this bond is transferable by the registered owner in person or by attorney duly authorized in writing at the designated office of the registrar, which on the original issue date is the corporate trust office of Wells Fargo Bank, N.A. upon surrender and cancellation of this bond. Bonds of this issue are issuable only in fully registered form in the denomination of \$1,000 each or integral multiples of \$1,000.

The District, the registrar and the paying agent may treat the registered owner of this bond as the absolute owner for the purpose of receiving principal, interest and any premium and for all other purposes and none of them shall be affected by any notice to the contrary.

The District has caused this bond to be executed by the Chairman of its District Board and attested by its Clerk, which signatures may be manual or by facsimile signatures. This bond is not valid or binding upon the District without the manually affixed signature of an authorized representative of the registrar.

**TARTESSO WEST COMMUNITY FACILITIES
DISTRICT (TOWN OF BUCKEYE, ARIZONA)**

Chairman

ATTEST:

Clerk

AUTHENTICATION CERTIFICATE

This bond is one of the District General Obligation Bonds, Series 2005 described in the resolution mentioned in this bond. The registrar, acting through its authorized representative, confirms that the registration books kept for and on behalf of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) show the ownership of the above bond as being registered in the name of the owner in the principal amount and with the maturity date all as stated above as of the date of authentication stated above.

DATE OF AUTHENTICATION AND REGISTRATION: September 12, 2005

WELLS FARGO BANK, N.A.,
as registrar

By _____
Authorized Representative

The Depository Trust Company

A subsidiary of The Depository Trust & Clearing Corporation

BLANKET ISSUER LETTER OF REPRESENTATIONS

[To be Completed by Issuer and Co-Issuer(s), if applicable]

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)**

[Name of Issuer and Co-issuer(s), if applicable]

August 16, 2005

[Date]

[For Municipal Issues:
Underwriting Department—Eligibility; 25th Floor]
[For Corporate Issues:
General Counsel's Office; 22nd Floor]

The Depository Trust Company
55 Water Street
New York, NY 10041-0099

Ladies and Gentlemen:

This letter sets forth our understanding with respect to all issues (the "Securities") that Issuer shall request be made eligible for deposit by The Depository Trust Company ("DTC").

To induce DTC to accept the Securities as eligible for deposit at DTC, and to act in accordance with DTC's Rules with respect to the Securities, Issuer represents to DTC that Issuer will comply with the requirements stated in DTC's Operational Arrangements, as they may be amended from time to time.

Note:

Schedule A contains statements that DTC believes accurately describe DTC, the method of effecting book-entry transfers of securities distributed through DTC, and certain related matters.

Received and Accepted:
THE DEPOSITORY TRUST COMPANY

[Handwritten Signature]



**The Depository Trust &
Clearing Corporation**

Very truly yours,

**TARTESSO WEST COMMUNITY FACILITIES
DISTRICT (TOWN OF BUCKEYE, ARIZONA)**

(Issuer)
By *Ronald Brown*
(Authorized Officer's Signature)

Ron Brown

(Print Name)

100 N. Apache, Suite A

(Street Address)

Buckeye Arizona U.S.A. 85326

(City) (State) (Country) (Zip Code)

(623) 386-4691

(Phone Number)

rbrown@buckeyeaz.gov

(E-mail Address)

(To Blanket Issuer Letter of Representations)

**SAMPLE OFFERING DOCUMENT LANGUAGE
DESCRIBING BOOK-ENTRY-ONLY ISSUANCE****(Prepared by DTC—bracketed material may be applicable only to certain issues)**

1. The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the securities (the “Securities”). The Securities will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Security certificate will be issued for [each issue of] the Securities, [each] in the aggregate principal amount of such issue, and will be deposited with DTC. [If, however, the aggregate principal amount of [any] issue exceeds \$500 million, one certificate will be issued with respect to each \$500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such issue.]

2. DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2.2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation and Emerging Markets Clearing Corporation (NSCC, FICC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has Standard & Poor’s highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC’s records. The ownership interest of each actual purchaser of each Security (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC’s records reflect only the identity

of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

5. Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. [Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.]

[6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.]

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, distributions, and dividend payments on the Securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

[9. A Beneficial Owner shall give notice to elect to have its Securities purchased or tendered, through its Participant, to [Tender/Remarketing] Agent, and shall effect delivery of such Securities by causing the Direct Participant to transfer the Participant's interest in the Securities, on DTC's records, to [Tender/Remarketing] Agent. The requirement for physical delivery of Securities in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Securities are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Securities to [Tender/Remarketing] Agent's DTC account.]

10. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

11. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

12. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

Information Return for Tax-Exempt Governmental Obligations

► Under Internal Revenue Code section 149(e)

► See separate instructions.

OMB No. 1545-0720

Caution: If the issue price is under \$100,000, use Form 8038-GC.

Part I Reporting Authority If Amended Return, check here

1 Issuer's name Tartesso West Community Facilities District (Town of Buckeye, Arizona)	2 Issuer's employer identification number applied for
3 Number and street (or P.O. box if mail is not delivered to street address) 100 North Apache	Room/suite A 4 Report number 3 2005-1
5 City, town, or post office, state, and ZIP code Buckeye, Arizona 85326	6 Date of issue September 12, 2005
7 Name of issue District General Obligation Bonds, Series 2005	8 CUSIP number 876498 BA 3
9 Name and title of officer or legal representative whom the IRS may call for more information Mr. Ron Brown, District Treasurer	10 Telephone number of officer or legal representative (623) 386-4691

Part II Type of Issue (check applicable box(es) and enter the issue price) See instructions and attach schedule

11 <input type="checkbox"/> Education	11
12 <input type="checkbox"/> Health and hospital	12
13 <input type="checkbox"/> Transportation	13
14 <input type="checkbox"/> Public safety	14
15 <input type="checkbox"/> Environment (including sewage bonds)	15
16 <input type="checkbox"/> Housing	16
17 <input checked="" type="checkbox"/> Utilities	17 110,000
18 <input type="checkbox"/> Other. Describe ►	18
19 If obligations are TANs or RANs, check box <input type="checkbox"/> If obligations are BANs, check box <input type="checkbox"/>	
20 If obligations are in the form of a lease or installment sale, check box <input type="checkbox"/>	

Part III Description of Obligations. Complete for the entire issue for which this form is being filed.

	(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21	7/15/2030	\$ 110,000	\$ 110,000	13.8 years	6.00 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)

22 Proceeds used for accrued interest	22 0
23 Issue price of entire issue (enter amount from line 21, column (b))	23 110,000
24 Proceeds used for bond issuance costs (including underwriters' discount)	24 26,000
25 Proceeds used for credit enhancement	25 0
26 Proceeds allocated to reasonably required reserve or replacement fund	26 0
27 Proceeds used to currently refund prior issues	27 0
28 Proceeds used to advance refund prior issues	28 0
29 Total (add lines 24 through 28)	29 26,000
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30 84,000

Part V Description of Refunded Bonds (Complete this part only for refunding bonds.)

31 Enter the remaining weighted average maturity of the bonds to be currently refunded	_____ years
32 Enter the remaining weighted average maturity of the bonds to be advance refunded	_____ years
33 Enter the last date on which the refunded bonds will be called	_____
34 Enter the date(s) the refunded bonds were issued	_____

Part VI Miscellaneous

35 Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35
36a Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (see instructions)	36a
b Enter the final maturity date of the guaranteed investment contract	_____
37 Pooled financings: a Proceeds of this issue that are to be used to make loans to other governmental units	37a
b If this issue is a loan made from the proceeds of another tax-exempt issue, check box <input type="checkbox"/> and enter the name of the issuer	_____ and the date of the issue
38 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box <input checked="" type="checkbox"/>	
39 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box <input type="checkbox"/>	
40 If the issuer has identified a hedge, check box <input type="checkbox"/>	

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.

Sign Here

Ronald Brown 9/12/05
 Signature of issuer's authorized representative Date

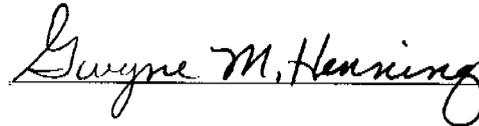
Ron Brown, District Treasurer
 Type or print name and title



\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

CERTIFICATE OF MAILING

I hereby certify and declare that I deposited in the United States mail, postage prepaid, certified mail, return receipt requested, the Information Return for the above-captioned bond issue addressed to the Internal Revenue Service Center, Ogden, Utah 84201, on September 20, 2005.



Report of Bond and Security Issuance

Pursuant to A.R.S. § 35-501B

This information is due to the Department of Revenue within 60 days of the issue.

1. Jurisdiction: TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA)	
2. Issue name/title: District General Obligation Bonds, Series 2005	
3. Dated Date: September 12, 2005 Closing Date: September 12, 2005	4. Par Amount: \$110,000
5. Overall Interest Rate (TIC OR NIC): 6.00% (NIC)	6. Type of Bond or Security: general obligation bond
7. Repayment sources: ad valorem taxes levied on property in the district	
8. Total amount outstanding: \$110,000	9. Total amount outstanding of senior or subordinate bonds: \$-0-
10. Original issue price: Attach Schedule 1 a. Par Amount (principal amount) \$110,000.00	11. Total limitations (Constitutional or Statutory) on the type of bonds/securities issued: For general obligation Bonds: a. Secondary net assessed value: N/A
b. Original Issue Discount (-) \$ 0	b. Debt limit percentage: 60% of market value plus value of improvements
c. Premium Amount (+) \$0	c. Total debt limit: not less than \$110,000
d. Original Issue Price (=) \$110,000.00	12. Available debt limit: not less than \$0
e. Underwriter Compensation (Discount) (-) (\$0)	13. Total amount authorized: \$175,000,000
f. Net Proceeds (=) \$110,000.00	
14. Remaining authorized amount: \$174,890,000	15. If voter authorized, election dates: December 14, 2004

15-18 Please attach 1) a schedule providing a detailed listing of Issue Costs; 2) the Debt Service Schedule; 3) Form 8038; and 4) the Final Official Statement. Please refer to instructions.



Signature

September 12, 2005

Date

Title, address and phone number

Treasurer
Tartesso West Community Facilities District
100 North Apache, Suite A
Buckeye, Arizona 85326
623.386.4691

Trustee name, address and phone number

Wells Fargo Bank, N.A.
100 W. Washington Street
Phoenix, Arizona 85003
602.378.2337

Political Subdivision Contact name, address, phone number

Treasurer
Tartesso West Community Facilities District
100 North Apache, Suite A
Buckeye, Arizona 85326
623.386.4691

Submit this form with attachments within 60 days of issuance to:

Arizona Department of Revenue
Attention Econometrics Section
1600 W. Monroe
Phoenix, AZ 85007

**Arizona Department of Revenue
Report of Bond and Security Issuance
Schedule 1**

For each maturity date, list either the Original Issue Discount or the Premium Amount. The total of these figures should equal the amounts listed on 10b and 10c on the form. In all cases, 10a-10b+10c-10e=10f.

Name of Issue: **TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA) DISTRICT GENERAL OBLIGATION BONDS, SERIES 2005**

Par Amount: \$110,000

Date Closed: September 12, 2005

Mandatory Redemption Date (July 1)	Par Amount (Principal Amount) 10a	Coupon Rate	Yield	Original Issue Price	Premium or Discount 10b or 10c
2006	\$4,000	6.00%	6.00%	\$4,000	0
2007	2,000	6.00%	6.00%	2,000	0
2008	2,000	6.00%	6.00%	2,000	0
2009	2,000	6.00%	6.00%	2,000	0
2010	2,000	6.00%	6.00%	2,000	0
2011	3,000	6.00%	6.00%	3,000	0
2012	3,000	6.00%	6.00%	3,000	0
2013	3,000	6.00%	6.00%	3,000	0
2014	3,000	6.00%	6.00%	3,000	0
2015	3,000	6.00%	6.00%	3,000	0
2016	4,000	6.00%	6.00%	4,000	0
2017	4,000	6.00%	6.00%	4,000	0
2018	4,000	6.00%	6.00%	4,000	0
2019	4,000	6.00%	6.00%	4,000	0
2020	4,000	6.00%	6.00%	4,000	0
2021	5,000	6.00%	6.00%	5,000	0
2022	5,000	6.00%	6.00%	5,000	0
2023	5,000	6.00%	6.00%	5,000	0
2024	6,000	6.00%	6.00%	6,000	0
2025	6,000	6.00%	6.00%	6,000	0
2026	6,000	6.00%	6.00%	6,000	0
2027	7,000	6.00%	6.00%	7,000	0
2028	7,000	6.00%	6.00%	7,000	0
2029	8,000	6.00%	6.00%	8,000	0
2030 *	8,000	6.00%	6.00%	8,000	0
TOTAL	\$110,000	N/A	N/A	\$110,000	0
10e Underwriter's Discount and/or Placement Agent Fee, if any				(5,000)	0
10f Net Proceeds (as shown on issuance form)				\$105,000	

* maturity date of Term Bond

Name of Issue: **TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA) DISTRICT GENERAL OBLIGATION BONDS, SERIES 2005**

Costs of Issuance

Placement Agent fee	\$ 0
Bond counsel fee	20,000
Underwriter's counsel fee	
Financial advisor fees	
CUSIP Service Bureau charge	130
Town bond administration	5,000
Trustee, Registrar, transfer and paying agent fees	1,000
Credit enhancement fees	0
Miscellaneous	<u>0</u>
TOTAL	<u>\$26,130</u>

\$110,000
Tartesso West Community Facilities District
(Town of Buckeye, Arizona)
District General Obligation Bonds, Series 2005

Debt Service Schedule

Date	Principal	Coupons	Interest	Semi-Annual Debt Service
09/12/2005				
01/15/2006			\$ 2,475.00	\$ 2,475.00
07/15/2006	\$ 4,000.00	6.00% (a)	3,300.00	7,300.00
01/15/2007			3,180.00	3,180.00
07/15/2007	2,000.00	6.00% (a)	3,180.00	5,180.00
01/15/2008			3,120.00	3,120.00
07/15/2008	2,000.00	6.00% (a)	3,120.00	5,120.00
01/15/2009			3,060.00	3,060.00
07/15/2009	2,000.00	6.00% (a)	3,060.00	5,060.00
01/15/2010			3,000.00	3,000.00
07/15/2010	2,000.00	6.00% (a)	3,000.00	5,000.00
01/15/2011			2,940.00	2,940.00
07/15/2011	3,000.00	6.00% (a)	2,940.00	5,940.00
01/15/2012			2,850.00	2,850.00
07/15/2012	3,000.00	6.00% (a)	2,850.00	5,850.00
01/15/2013			2,760.00	2,760.00
07/15/2013	3,000.00	6.00% (a)	2,760.00	5,760.00
01/15/2014			2,670.00	2,670.00
07/15/2014	3,000.00	6.00% (a)	2,670.00	5,670.00
01/15/2015			2,580.00	2,580.00
07/15/2015	3,000.00	6.00% (a)	2,580.00	5,580.00
01/15/2016			2,490.00	2,490.00
07/15/2016	4,000.00	6.00% (a)	2,490.00	6,490.00
01/15/2017			2,370.00	2,370.00
07/15/2017	4,000.00	6.00% (a)	2,370.00	6,370.00
01/15/2018			2,250.00	2,250.00
07/15/2018	4,000.00	6.00% (a)	2,250.00	6,250.00
01/15/2019			2,130.00	2,130.00
07/15/2019	4,000.00	6.00% (a)	2,130.00	6,130.00
01/15/2020			2,010.00	2,010.00
07/15/2020	4,000.00	6.00% (a)	2,010.00	6,010.00
01/15/2021			1,890.00	1,890.00
07/15/2021	5,000.00	6.00% (a)	1,890.00	6,890.00
01/15/2022			1,740.00	1,740.00
07/15/2022	5,000.00	6.00% (a)	1,740.00	6,740.00
01/15/2023			1,590.00	1,590.00
07/15/2023	5,000.00	6.00% (a)	1,590.00	6,590.00
01/15/2024			1,440.00	1,440.00
07/15/2024	6,000.00	6.00% (a)	1,440.00	7,440.00
01/15/2025			1,260.00	1,260.00
07/15/2025	6,000.00	6.00% (a)	1,260.00	7,260.00
01/15/2026			1,080.00	1,080.00
07/15/2026	6,000.00	6.00% (a)	1,080.00	7,080.00
01/15/2027			900.00	900.00
07/15/2027	7,000.00	6.00% (a)	900.00	7,900.00
01/15/2028			690.00	690.00
07/15/2028	7,000.00	6.00% (a)	690.00	7,690.00
01/15/2029			480.00	480.00
07/15/2029	8,000.00	6.00% (a)	480.00	8,480.00
01/15/2030			240.00	240.00
07/15/2030	8,000.00	6.00% (a)	240.00	8,240.00
Total	\$ 110,000.00		\$ 103,215.00	\$ 213,215.00

(a) Represents mandatory sinking fund redemptions for term bond due July 15, 2030.

Information Return for Tax-Exempt Governmental Obligations

► Under Internal Revenue Code section 149(e)

► See separate instructions.

OMB No. 1545-0720

Caution: If the issue price is under \$100,000, use Form 8038-GC.

Part I Reporting Authority			If Amended Return, check here <input type="checkbox"/>	
1 Issuer's name Tartesso West Community Facilities District (Town of Buckeye, Arizona)	2 Issuer's employer identification number applied for			
3 Number and street (or P.O. box if mail is not delivered to street address) 100 North Apache	Room/suite A	4 Report number 3 2005-1		
5 City, town, or post office, state, and ZIP code Buckeye, Arizona 85326		6 Date of issue September 12, 2005		
7 Name of issue District General Obligation Bonds, Series 2005		8 CUSIP number 876498 BA 3		
9 Name and title of officer or legal representative whom the IRS may call for more information Mr. Ron Brown, District Treasurer		10 Telephone number of officer or legal representative (623) 386-4691		

Part II Type of Issue (check applicable box(es) and enter the issue price) See instructions and attach schedule	
11 <input type="checkbox"/> Education	11
12 <input type="checkbox"/> Health and hospital	12
13 <input type="checkbox"/> Transportation	13
14 <input type="checkbox"/> Public safety	14
15 <input type="checkbox"/> Environment (including sewage bonds)	15
16 <input type="checkbox"/> Housing	16
17 <input checked="" type="checkbox"/> Utilities	17 110,000
18 <input type="checkbox"/> Other. Describe ►	18
19 If obligations are TANs or RANs, check box <input type="checkbox"/> If obligations are BANs, check box <input type="checkbox"/>	
20 If obligations are in the form of a lease or installment sale, check box <input type="checkbox"/>	

Part III Description of Obligations. Complete for the entire issue for which this form is being filed.				
(a) Final maturity date	(b) Issue price	(c) Stated redemption price at maturity	(d) Weighted average maturity	(e) Yield
21 7/15/2030	\$ 110,000	\$ 110,000	13.8 years	6.00 %

Part IV Uses of Proceeds of Bond Issue (including underwriters' discount)	
22 Proceeds used for accrued interest	22 0
23 Issue price of entire issue (enter amount from line 21, column (b))	23 110,000
24 Proceeds used for bond issuance costs (including underwriters' discount)	24 26,000
25 Proceeds used for credit enhancement	25 0
26 Proceeds allocated to reasonably required reserve or replacement fund	26 0
27 Proceeds used to currently refund prior issues	27 0
28 Proceeds used to advance refund prior issues	28 0
29 Total (add lines 24 through 28)	29 26,000
30 Nonrefunding proceeds of the issue (subtract line 29 from line 23 and enter amount here)	30 84,000

Part V Description of Refunded Bonds (Complete this part only for refunding bonds.)	
31 Enter the remaining weighted average maturity of the bonds to be currently refunded	_____ years
32 Enter the remaining weighted average maturity of the bonds to be advance refunded	_____ years
33 Enter the last date on which the refunded bonds will be called	_____
34 Enter the date(s) the refunded bonds were issued	_____

Part VI Miscellaneous	
35 Enter the amount of the state volume cap allocated to the issue under section 141(b)(5)	35
36a Enter the amount of gross proceeds invested or to be invested in a guaranteed investment contract (see instructions)	36a
b Enter the final maturity date of the guaranteed investment contract	_____
37 Pooled financings: a Proceeds of this issue that are to be used to make loans to other governmental units	37a
b If this issue is a loan made from the proceeds of another tax-exempt issue, check box <input type="checkbox"/> and enter the name of the issuer	_____ and the date of the issue
38 If the issuer has designated the issue under section 265(b)(3)(B)(i)(III) (small issuer exception), check box	<input checked="" type="checkbox"/>
39 If the issuer has elected to pay a penalty in lieu of arbitrage rebate, check box	<input type="checkbox"/>
40 If the issuer has identified a hedge, check box	<input type="checkbox"/>

Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete.

Sign Here

Ronald Brown 9/12/05
Signature of issuer's authorized representative Date

Ron Brown, District Treasurer
Type or print name and title



\$110,000
TARTESSO WEST COMMUNITY FACILITIES DISTRICT
(TOWN OF BUCKEYE, ARIZONA)
DISTRICT GENERAL OBLIGATION BONDS
SERIES 2005

CERTIFICATE OF MAILING

I hereby certify and declare that I deposited in the United States mail, postage prepaid, certified mail, return receipt requested, the Report of Bond and Security Issuance for the above-captioned bond issue addressed to the Arizona Department of Revenue, Econometrics Section., 1600 West Monroe, 9th Floor, Phoenix, Arizona 85007, on September 20, 2005.



*GUST
ROSENFELD*
ATTORNEYS SINCE 1921 P.L.C.

■ 201 E. WASHINGTON, SUITE 800 ■ PHOENIX, ARIZONA 85004-2327 ■ TELEPHONE 602-257-7422 ■ FACSIMILE 602-254-4878 ■

September 12, 2005

District Board
Tartesso West Community Facilities
District (Town of Buckeye, Arizona)

Re: Tartesso West Community Facilities District (Town of
Buckeye, Arizona) District General Obligation Bonds,
Series 2005

Honorable Board:

At your request we have examined the official proceedings leading to the issuance of \$110,000 aggregate principal amount of District General Obligation Bonds, Series 2005, dated September 1, 2005, issued by the Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*").

We have examined the law and such documents and matters as we have deemed necessary to render this opinion including, without limitation, Resolution No. 06-05, passed and adopted by the District Board on August 16, 2005 (the "*Resolution*"). As to questions of fact material to our opinion we have relied upon, and assumed due and continuing compliance with the provisions of, the proceedings and other documents, and have relied upon certifications, covenants and representations furnished to us without undertaking to verify the same by independent investigation, including, without limitation, those with respect to causing interest on the bonds to be and remain excluded from gross income for federal income tax purposes.

Based upon the foregoing, we are of the opinion, as of this date, which is the date of initial delivery of the bonds against payment therefor, that:

1. The District is duly created and validly existing as a community facilities district and political subdivision of the State of Arizona with power to pass and adopt the Resolution, perform the agreements on its part contained therein and issue the bonds.
2. The Resolution has been duly passed and adopted by the District Board and the Indenture (as such term is defined in the Resolution) is valid and binding upon and enforceable against the District.
3. The bonds and the proceedings leading to and including the issuance thereof are legal and constitute a valid and binding general obligation of the District.

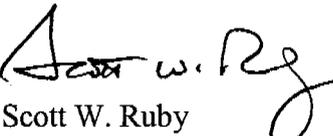
4. All taxable property within the District is subject to the levy of a direct, annual, ad valorem tax to pay the principal of and interest on the bonds without limit as to rate or amount. It is required by law that there be levied, assessed and collected, at the same time and in the same manner as other taxes, an annual tax upon all taxable property in the District sufficient, together with any money from other sources lawfully available therefor, to pay the principal of and interest on the bonds when due.

5. Under existing laws, regulations, rulings and judicial decisions, the interest income on the bonds is excluded from gross income for the purpose of calculating federal income taxes and is exempt from Arizona income taxes. Interest on the bonds is not an item of tax preference to be included in computing the alternative minimum tax of individuals or corporations; however, such interest income must be taken into account for federal income tax purposes as an adjustment to alternative minimum taxable income for certain corporations which income is subject to the federal alternative minimum tax. The bonds are not private activity bonds within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). We express no opinion regarding other federal tax consequences arising with respect to the bonds.

The Code imposes various restrictions, conditions and requirements relating to the continued exclusion of interest income on the bonds from gross income for federal income tax purposes, including a requirement that the District rebate to the federal government certain of the investment earnings with respect to the bonds. Failure to comply with such restrictions, conditions and requirements could result in the interest income on the bonds being included as gross income for federal income tax purposes from their date of issuance. The District has covenanted to comply with the restrictions, conditions and requirements of the Code necessary to preserve the tax-exempt status of the bonds. For purposes of this opinion we have assumed continuing compliance by the District with such restrictions, conditions and requirements.

The rights of the owners of the bonds and the enforceability of those rights and the rights and obligations of the District with respect to the Indenture and to collection of taxes may be subject to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting creditors' rights and the enforcement of those rights may be subject to the exercise of judicial discretion in accordance with general principles of equity.

GUST ROSENFELD P.L.C.

By 
Scott W. Ruby
Bond Counsel

FEASIBILITY REPORT

For The Issuance of

**Not to Exceed
\$200,000 Principal Amount**

OF

**TARTESSO WEST
COMMUNITY FACILITIES DISTRICT**

(TOWN OF BUCKEYE, ARIZONA)

**GENERAL OBLIGATION BONDS
SERIES 2005**

July 19, 2005

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SECTION ONE

**INTRODUCTION; PURPOSE OF FEASIBILITY
REPORT; AND GENERAL DESCRIPTION
OF DISTRICT**

INTRODUCTION

This Feasibility Report (the "Report") has been prepared for presentation to the Board of Directors of the Tartesso West Community Facilities District (Buckeye, Arizona) (the "District") in connection with the proposed issuance by the District of its General Obligation Bonds, Series 2005 (the "Bonds") in a principal amount of not to exceed \$200,000, pursuant to the Community Facilities Act of 1989, Title 48, Chapter 4, Article 6 of Arizona Revised Statutes (the "Act").

PURPOSE OF FEASIBILITY REPORT

This Report has been prepared for consideration of the feasibility and benefits of the Public Infrastructure (as defined in A.R.S. 48-701) to be financed by the Bonds and of the plan for financing such Public Infrastructure in accordance with the provisions of A.R.S. 48-715. Pursuant to A.R.S. 48-715, this Report includes (i) a description of the Public Infrastructure to be financed [Section Two]; (ii) a map showing, in general, the area to be benefited by the Public Infrastructure [Section Three]; (iii) an estimate of the cost to acquire, operate and maintain the Public Infrastructure and a timetable for the acquisition of the Public Infrastructure [Section Four]; and (iv) a plan for financing the Public Infrastructure [Section Five].

This Report has been prepared for the consideration of the Board of Directors of the District only. It is not intended or anticipated that this Report will be relied upon by other persons, including, but not limited to, purchasers of the Bonds. This Report does not attempt to address the quality of the Bonds as investments or the likelihood of repayment of the Bonds. In preparing this Report, financial advisors, appraisers, counsel, engineers, Town staff and other experts have been consulted as deemed appropriate.

GENERAL DESCRIPTION OF THE DISTRICT

The Town of Buckeye (the "Town") approved the formation of the District on November 2, 2004 upon the request of all of the landowners within the District. The project is an approximately 5,396-acre master-planned community called Tartesso West (the "Project"). The Project is located north of McDowell Road, south of Glendale Avenue, east of the Hassayampa River and west of the Sun Valley Parkway. Interstate 10 and the Sun Valley Parkway, which include a major freeway interchange, will provide the primary access to the Project. At build out, single-family residential units will represent approximately 3,771 acres within the Project.

At build out, it is expected that the total Project acreage will be categorized as follows:

<u>Total Project</u>	<u>Approximate Project Acres</u>
Residential	3,771
Park and Open Space	788
Commercial	207
Mixed-Use	174
Elementary School	116
High School	45
Wastewater Treatment Facility	47
Public Facility	9
Rights-of-way	<u>239</u>
Total	<u>5,396</u>

The District was created to finance the construction or acquisition of public infrastructure within the District, including to finance the construction or acquisition of the Public Infrastructure. See Section Two for a description of a portion of the Public Infrastructure associated with the Project. A legal description of the District is included in Appendix 1. Maps of the District are included in Section Three. The acquisition of the Public Infrastructure as defined in this Report is consistent with the Town of Buckeye’s approved General Plan for the Project.

Ownership of the property within the District is as follows:

<u>Landowner</u>	<u>Gross Acreage</u>
Stardust Structured Investments No. 4, L.L.C.	3,143.52
Stardust-Tartesso W12, Inc.	1,212.66
Sun Valley Partners, L.L.C.	380.16
BIF-Buckeye, L.L.C.	603.65
Rex Maughan and Ruth Maughan (husband and wife)	35.24
Cherry Properties, L.L.C.	14.98
Gilligan Sun Valley, L.L.C.	<u>6.14</u>
Total	<u>5,396.35</u>

SECTION TWO

DESCRIPTION OF PUBLIC INFRASTRUCTURE

DESCRIPTION OF PUBLIC INFRASTRUCTURE

The Public Infrastructure to be financed by the General Obligation Bonds, Series 2005 has been or will be publicly bid pursuant to state statute. Any costs not paid by the Series 2005 Bonds have been paid by Stardust-Tartesso W12, Inc. (the "Developer"), and the Developer expects future proceeds of bond issues of the District will be used to reimburse the Developer for these costs.

PUBLIC INFRASTRUCTURE – GENERAL OBLIGATION BONDS

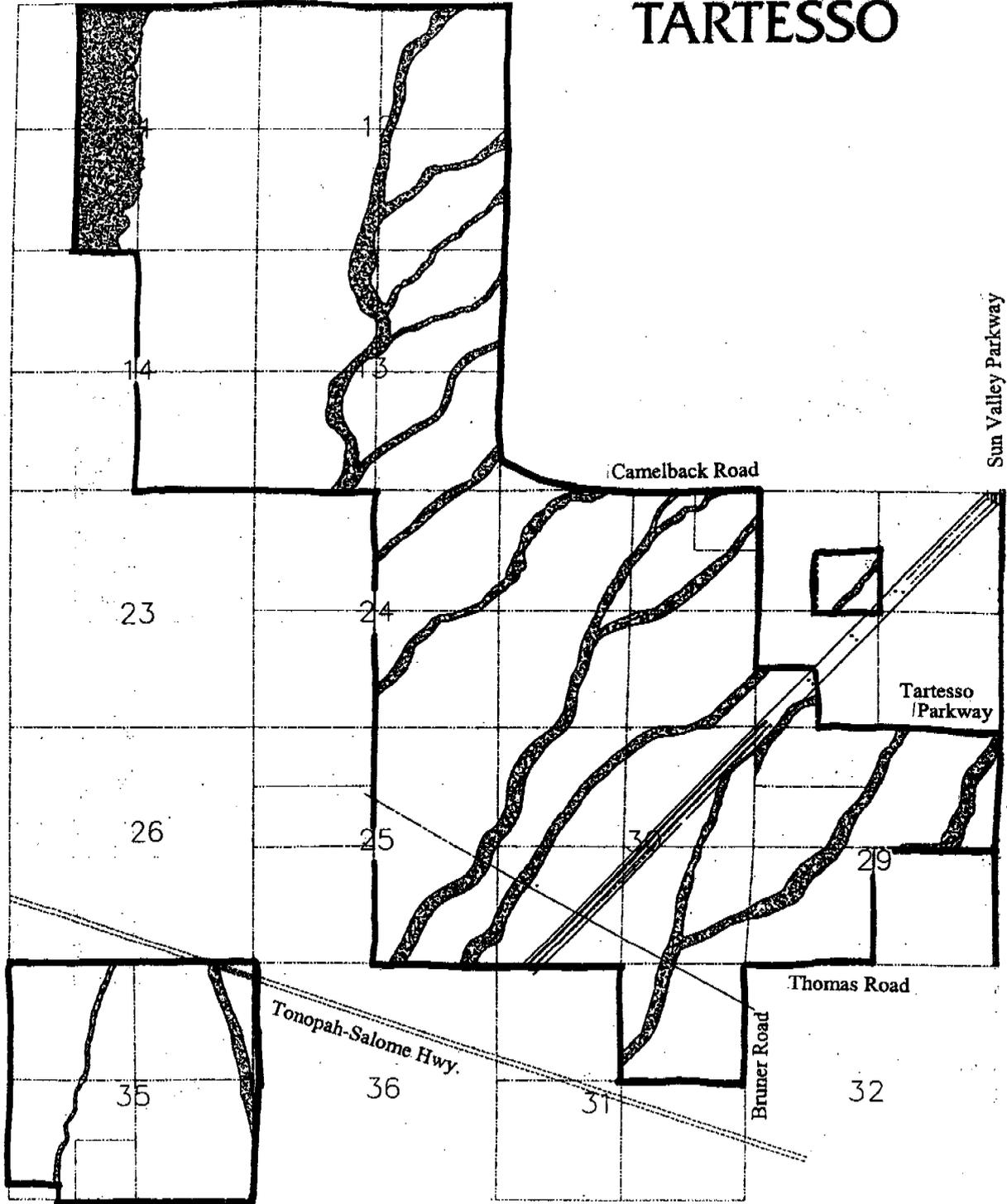
<u>DESCRIPTION</u>	<u>EST. COST</u>	<u>COMPLETION</u>
1. Unit 1 Water Storage Facility Well #1: includes production well #1 that will supply the onsite and offsite water system which will serve Tartesso Units 1, 2A and 2B.	\$313,188	Complete
2. Unit 1 Water Storage Facility Tank and Supply Lines: includes a 2.05 million gallon tank and various sized water lines that will supply the onsite and offsite water system which will serve Tartesso Units 1, 2A and 2B.	2,530,142	July 2005
Total	\$2,843,330	

SECTION THREE

**MAP SHOWING AREA
TO BE BENEFITED**

Glendale Ave.

TARTESSO



Sun Valley Parkway

Tartesso Parkway

Thomas Road

Bruner Road

Tonopah-Salome Hwy.

Johnson Rd. Alignment

EXHIBIT B

SECTION FOUR

**ESTIMATE OF COST AND TIMETABLE FOR
ACQUISITION OF PUBLIC INFRASTRUCTURE**

**ESTIMATE OF COST AND TIMETABLE
FOR ACQUISITION OF PUBLIC INFRASTRUCTURE**

The table in Section Two outlines the cost estimate and completion dates for the construction of the Public Infrastructure. Proceeds of the Bonds, (See Section Five) will be used to finance the acquisition of a portion of the Public Infrastructure listed in Section Two.

SECTION FIVE
PLAN OF FINANCE

PLAN OF FINANCE

The Public Infrastructure will be acquired by the District by way of a Plan of Finance herein described. This Plan of Finance is subject to modification to accommodate market conditions at the time of the actual sale of the Bonds and to the extent necessary to comply with Federal and State law.

(i) Formation and Authorization.

In response to a petition from the owners of 100% of the property within the District, the Town Council formed the District on November 2, 2004. The Landowners in the District authorized, through an election at the time of formation of the District, general obligation bonded debt in an amount not to exceed \$175,000,000.

(ii) Existing and Proposed Debt.

The District currently has no general obligation bonded debt outstanding. A property tax levy of up to \$0.30 per \$100 of secondary assessed value was authorized to provide for the operations and maintenance of the District. In addition, a property tax levy of \$3.00 per \$100 of secondary assessed value was negotiated to provide for debt service of the general obligation bonds of the District.

It is anticipated that approximately \$110,000 of general obligation bonds (the "Series 2005 Bonds") will be sold in July 2005. The Series 2005 Bonds will have a final maturity of 25 years with principal amortized on a level debt service basis. Please refer to Table One in this section for an estimated revenue versus debt service schedule. The Bonds will be unrated and sold through a private placement.

The Bonds will be structured such that the target tax rate is not expected to exceed \$3.00 per \$100 of secondary assessed value.

(iii) Estimated Sources and Uses of Funds.

The estimated sources and uses of funds related to the sale of the Bonds is shown below:

SOURCES:

Principal of General Obligation Bonds, Series 2005	\$110,000
Developer Contribution for Costs of Issuance	<u>31,000</u>
Total	<u>141,000</u>

USES:

Acquisition of Public Infrastructure	110,000
Costs of Issuance	<u>31,000</u>
Total	<u>\$141,000</u>

*The following represents the estimated detailed costs of issuance related to the sale of the Bonds:

Bond Counsel	\$20,000
Town Expenses	5,000
Placement Agent Fee	5,000
Registrar and Paying Agent	<u>1,000</u>
Total	<u>\$31,000</u>

(iv) Use of Proceeds.

The District will apply the proceeds from the sale of the Bonds to reimburse the Developer for the costs of the construction of the Public Infrastructure listed in Section Two.

(v) District Tax Rate

For each year until the Bonds are paid or otherwise provided for, the District will cause to be levied a combined ad valorem tax rate for each year of at least \$3.30 per \$100 of secondary assessed valuation on all taxable property within the boundaries of the District. This tax rate includes a \$3.00 tax levy for debt service and a \$0.30 tax levy for administrative, operations and maintenance expenses of the District. The District will continue to levy the \$0.30 per \$100 of secondary assessed valuation for the administrative, operations and maintenance expenses of the District.

(vi) Homeowner's Property Tax Obligation

At the \$3.30 tax rate level, assuming an average home price of \$200,000, the District portion of a tax bill for a homeowner is approximately \$45 per month or \$541 annually. A.R.S. Section 32-2181 *et seq.* requires the disclosure of all property taxes to be paid by a homeowner in the Subdivision Public Report. Prior to the home sale, each homebuyer must be supplied a Subdivision Public Report, and the homebuyer must acknowledge by signature that they have read and accepted the Subdivision Public Report.

In addition, each homebuyer will receive a form detailing the existence of the District, the tax rate and its financial impact and receipt of this form will be acknowledged in writing by the homebuyer, and a signed copy will be kept on file with the Town Clerk.

\$110,000
Tartesso West Community Facilities District
(Town of Buckeye, Arizona)
District General Obligation Bonds, Series 2005

Estimated District Debt Service and Estimated District Revenues

Fiscal Year Ending June 30	Net Secondary Assessed Valuation (1)	Proposed Series 2005		Total Estimated Debt Service	Estimated District Revenues @ \$3.00		Debt Tax Rate	Fiscal Year Ending June 30
		\$110,000 Principal	Interest at 7.00%		Debt Tax Rate and 95% Collection Rate	Estimated District Revenues @ \$3.00		
2006	\$ 359,453	\$ 2,000	\$ 7,700	\$ 9,700	\$ 10,244	\$ 3.00	2006	
2007	359,453	2,000	7,560	9,560	10,244	2.66	2007	
2008	359,453	2,000	7,420	9,420	10,244	2.62	2008	
2009	359,453	2,000	7,280	9,280	10,244	2.58	2009	
2010	359,453	2,000	7,140	9,140	10,244	2.54	2010	
2011	359,453	2,000	7,000	9,000	10,244	2.50	2011	
2012	359,453	3,000	6,860	9,860	10,244	2.74	2012	
2013	359,453	3,000	6,650	9,650	10,244	2.68	2013	
2014	359,453	3,000	6,440	9,440	10,244	2.63	2014	
2015	359,453	3,000	6,230	9,230	10,244	2.57	2015	
2016	359,453	3,000	6,020	9,020	10,244	2.51	2016	
2017	359,453	4,000	5,810	9,810	10,244	2.73	2017	
2018	359,453	4,000	5,530	9,530	10,244	2.65	2018	
2019	359,453	4,000	5,250	9,250	10,244	2.57	2019	
2020	359,453	4,000	4,970	8,970	10,244	2.50	2020	
2021	359,453	5,000	4,690	9,690	10,244	2.70	2021	
2022	359,453	5,000	4,340	9,340	10,244	2.60	2022	
2023	359,453	6,000	3,990	9,990	10,244	2.78	2023	
2024	359,453	6,000	3,570	9,570	10,244	2.66	2024	
2025	359,453	6,000	3,150	9,150	10,244	2.55	2025	
2026	359,453	7,000	2,730	9,730	10,244	2.71	2026	
2027	359,453	7,000	2,240	9,240	10,244	2.57	2027	
2028	359,453	8,000	1,750	9,750	10,244	2.71	2028	
2029	359,453	8,000	1,190	9,190	10,244	2.56	2029	
2030	359,453	9,000	630	9,630	10,244	2.68	2030	
Totals		\$ 110,000	\$ 126,140	\$ 236,140				

(1) The secondary assessed value for fiscal year ending 2006 is preliminary as provided by the Maricopa County Assessor's Office in February 2005.

APPENDIX 1

**LEGAL DESCRIPTION FOR THE
TARTESSO WEST
COMMUNITY FACILITIES DISTRICT**

EXHIBIT "A"
LEGAL DESCRIPTION

TOWNSHIP 2 NORTH – RANGE 4 WEST

SECTION 18

A portion of the Southwest quarter of Section 18, Township 2 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, more particularly described as follows:

BEGINNING at a 3 1/2" G.L.O. brass cap, found at the Southwest corner of said Section 18;

thence North 00 degrees 20 minutes 38 seconds East, along the West line of the Southwest quarter of said Section 18, a distance of 685.26 feet;

thence South 58 degrees 48 minutes 35 seconds East, a distance of 595.04 feet to a point of curvature, concave Northeasterly, whose radius is 2600.00 feet;

thence Southeasterly, along said curve to the left, through a central angle of 31 degrees 13 minutes 45 seconds, an arc distance of 1417.13 feet, to a point on the South line of the Southwest quarter of said Section 18;

thence South 89 degrees 57 minutes 40 seconds West, along the South line of the Southwest quarter of said Section 18, a distance of 1861.39 feet to a 3 1/2" G.L.O. brass cap, and the TRUE POINT OF BEGINNING.

SECTION 19

All of Section 19, Township 2 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 20

The Southeast quarter of the Northwest quarter and the Southwest quarter of the Southwest quarter of Section 20, Township 2 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 29

The North half and the Southwest quarter of Section 29, Township 2 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 30

All of Section 30, Township 2 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 31

The Northeast quarter of Section 31, Township 2 North, Range 4 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

TOWNSHIP 2 NORTH – RANGE 5 WEST

SECTION 11

The East half; and the East half of the West half of Section 11, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 12

All of Section 12, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 13

All of Section 13, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 14

The East half of Section 14, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 24

The East half of Section 24, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 25

The East half of Section 25, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

SECTION 35

The North half and the Southeast quarter of the Southwest quarter of Section 35, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

The Southeast quarter of Section 35, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

The North half of the Southwest quarter and the North half of the Southwest quarter of the Southwest quarter and the North Half of the South half of the Southwest quarter of

the Southwest quarter and the Southeast quarter of the Southeast quarter of the Southwest quarter of the Southwest quarter of Section 35, Township 2 North, Range 5 West of the Gila and Salt River Base and Meridian, Maricopa County, Arizona.

APPENDIX 2

PRIVATE PLACEMENT LETTER

PRIVATE PLACEMENT

INVESTOR LETTER

June _____, 2005

TARTESSO WEST COMMUNITY FACILITIES DISTRICT

Re: Tartesso West Community Facilities District (Town of Buckeye, Arizona) District General Obligation Bonds, Series 2005

1. Please be advised that the undersigned is a Qualified Investor (as hereafter defined) and is purchasing the captioned bonds (hereinafter referred to as the "*Bonds*"), in the original aggregate principal amount of \$110,000. Such purchase is for the account of the undersigned, for the purpose of investment and not with a present intent for distribution or resale.

2. In the event that the undersigned transfers the Bond or any part thereof, the undersigned understands that a transferee shall be a Qualified Investor, and must sign a letter in the form of this letter and provide such letter to the Registrar & Paying Agent before any transfer of any Bond to such transferee will be registered.

3. The undersigned acknowledges that it is one of the following:

(i) a bank as defined in Section 3(a)(2) of the Securities Act of 1933, or savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Securities Act of 1933, whether acting in its individual or fiduciary capacity; broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934; insurance company as defined in Section 2(13) of the Securities Act of 1933; investment company registered under the Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; plan established and maintained by a state, its political subdivision, or any agency or instrumentality of a state or its political subdivision, for the benefit of its employees, if such plan has total assets in excess of \$5,000,000; employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974 if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, savings and loan association, insurance company, or registered investment adviser, or if the employee benefit plan has total assets in excess of \$5,000,000 or, if a self directed plan, with investment decisions made solely by persons that are accredited investors;

(ii) a private business development company as defined in Section 202(a)(22) of the Investment Advisers Act of 1940;

(iii) an organization described in Section 501(c)(3) of the Internal Revenue Code with total assets in excess of \$5,000,000;

(iv) a natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase exceeds \$1,000,000 and the purchase price of the Bonds does not exceed ten percent (10%) of such person's net worth;

(v) a natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with the person's spouse in excess of \$300,000 in each of those years and who reasonably expects reaching the same income level the current year and the purchase price of the Bonds does not exceed ten percent (10%) of such person's net worth; or

(vi) an entity in which all of the equity owners, either directly or indirectly, are of the type described under paragraph (i), (ii), (iii), (iv) or (v) above.

Collectively, the purchaser meeting one or more of the criteria set forth above shall be referred to as a "Qualified Investor".

4. The undersigned assumes all responsibility for complying with any applicable federal and state securities laws with respect to any transfer of the Bond or an interest therein, and agrees to hold the Issuer and the Town of Buckeye, Arizona (hereinafter referred to as the "Town") harmless for, from and against any and all liabilities claims, damages or losses resulting directly or indirectly from such failure to comply.

5. The undersigned acknowledges that the undersigned has had an opportunity to obtain and has obtained all information necessary and has independently evaluated the factors associated with its investment decision and after such evaluation, the undersigned understood and knew that investment in the Bonds involved certain risks, including but not limited to, limited security and source for payment of the Bonds, the status of development and its impact on taxation for payment of the Bonds, the possible transfer of land by the owners of land in the District, failure or inability of owners to complete proposed development of such land, bankruptcy and foreclosure delays, and the probable lack of any secondary market for the Bonds. The undersigned acknowledges that it is experienced in transactions such as those relating to the Bonds and that the undersigned is knowledgeable and fully capable of independent evaluation of the risks involved in investing in the Bonds. The undersigned is not relying on the Issuer or the Town in making its decision to purchase the Bonds and agrees that the Town is not obligated in any manner for the issuance or payment of the Bonds.

6. The undersigned understands that the Bonds (i) are not being registered under the Securities Act of 1933, as amended, in reliance upon certain exemptions set forth in that Act, (ii) are not being registered or otherwise qualified for sale under the "blue sky" laws and regulations of the State of Arizona or any other state, (iii) will not be listed on any stock or other securities exchange, (iv) will not carry any bond rating from any rating service, and (v) are not likely to be readily marketable.

7. The undersigned acknowledges that the Issuer and the Town, their respective officers, directors, council members, advisors, employees and agents of either of the foregoing, have not undertaken to furnish, nor has the undersigned requested, any other information, or to ascertain the accuracy or completeness of any other information that may have been furnished by any other party. Notwithstanding the foregoing, the undersigned acknowledges that it has received the following documents and/or materials related to the project and the District:

- a. Community Master Plan dated _____
- b. Application for the formation of the Tartesso West Community Facilities District
- c. Development, Financing Participation and Intergovernmental Agreement NO. 1 by and among the Town of Buckeye, Arizona and TARTESSO WEST COMMUNITY FACILITIES DISTRICT and STARDUST-TARTESSO W12, INC.
- d. Feasibility Report for the Issuance of Not to Exceed \$200,000 Principal Amount of Tartesso West Community Facilities District (Town of Buckeye, Arizona), District General Obligation Bonds, Series 2005.

.....
[PURCHASER]

By.....

Printed Name:.....

Title:.....

RESOLUTION NO. 05-05

RESOLUTION OF THE BOARD OF DIRECTORS OF TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA), APPROVING THE FEASIBILITY REPORT RELATING TO THE ACQUISITION, CONSTRUCTION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITING THE DISTRICT; DECLARING ITS INTENTION TO ACQUIRE AND/OR CONSTRUCT CERTAIN IMPROVEMENTS AS DESCRIBED IN THE FEASIBILITY REPORT RELATING TO SUCH IMPROVEMENTS; DETERMINING THAT NOT TO EXCEED \$200,000 GENERAL OBLIGATION BONDS WILL BE ISSUED TO FINANCE THE COSTS AND EXPENSES THEREOF UNDER THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 6, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO.

WHEREAS, pursuant to Section 48-715, Arizona Revised Statutes ("A.R.S."), as amended, the Board of Directors of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) (the "*District*"), has caused a study of the feasibility and benefits of the Project (as such term and all other initially capitalized terms are defined hereinafter) to be prepared, relating to certain public infrastructure provided for in the General Plan of the District and to be financed with the proceeds of the sale of general obligation bonds of the District (the "*Report*"), which Report includes, among other things, a description of certain public infrastructure to be acquired and constructed and all other information useful to understand the Project, an estimate of the cost to acquire, operate and maintain the Project, an estimated schedule for completion of the Project, a map or description of the area to be benefited by the Project and a plan for financing the Project, a copy of which is on file with Clerk of the District; and

WHEREAS, pursuant to Section 48-715, A.R.S., as amended, a public hearing on the Report was held on the date hereof, after provision for publication of notice thereof as provided by law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE TARTESSO WEST COMMUNITY FACILITIES DISTRICT (TOWN OF BUCKEYE, ARIZONA), that:

Section 1. Definitions. In this resolution, the following terms shall have the following meanings:

"*Act*" shall mean Title 48, Chapter 4, Article 6, Arizona Revised Statutes, as amended.

"*Board*" shall mean this Board of Directors of the District.

"*Bonds*" shall mean the District's General Obligation Bonds, Series 2005.

"*Clerk*" shall mean the Clerk of the District.

"District" shall mean the Tartesso West Community Facilities District (Town of Buckeye, Arizona).

"Project" shall mean the acquisition or construction of public infrastructure (as such term is defined in the Act) described in the Report, including particularly the acquisition and/or construction by the District of the improvements described on Exhibit A hereto.

"Report" shall mean the Report pertaining to the Project on file with the Clerk prior to the date and time hereof, discussing the matters required by A.R.S. Section 48-715, as amended, as such matters relate to the Project.

Section 2. Approval of Feasibility Report. Published notice of the public hearing on the Report has been provided by the Clerk not less than ten (10) days in advance of the date of the public hearing on the Report and such publication is hereby ratified and approved. The Clerk has provided the Report and notice of public hearing on the Report to the Town of Buckeye, Arizona, not less than ten (10) days in advance of the date of the public hearing. Based on the review by the Board and the presentation of the Report at the public hearing on July 19, 2005, the Report is hereby adopted and approved in the form submitted to the Board.

Section 3. Resolution of Intent. This Board hereby identifies the public infrastructure of the Project, the areas benefited, the expected method of financing and the system of providing revenues to operate and maintain the Project, all as identified and provided for in the Report, for any and all purposes of the Act. Any portion of the costs of the Project not financed by the proceeds of the Bonds shall remain eligible to be financed through the sale of future bonds of the District.

Section 4. Preliminary Approval to Issue and Sell Bonds. The Board hereby declares its intent to proceed with the financing of the Project in substantially the manner presented in the Report and hereby declares its intent to issue not to exceed \$200,000 principal amount of Bonds to finance the costs of the Project.

PASSED, ADOPTED AND APPROVED on July 19, 2005.


Chairman


Clerk

Attachments: Exhibit A - Description of Improvements

CERTIFICATE

I hereby certify that the above and foregoing resolution was duly passed by the Board of Directors of the Tartesso West Community Facilities District (Town of Buckeye, Arizona) at a regular meeting held on July 19, 2005, and that a quorum was present thereat and that the vote thereon was 7 ayes and 0 nays; 0 did not vote or were absent.


Clerk

EXHIBIT A

"Project" shall mean the acquisition of public infrastructure (as such term is defined in the Act) described in the Report, including particularly the acquisition by the District of the following:

Unit 1 Water Storage Facility Well #1, which includes production well #1 that will supply the onsite and offsite water system which will serve Tartesso Units 1, 2A and 2B.

Unit 1 Water Storage Facility Tank and Supply Lines, which includes a 2.05 million gallon tank and various sized water lines that will supply the onsite and offsite water which will serve Tartesso Units 1, 2A and 2B.

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
TOWN OF BUCKEYE, ARIZONA**

July 19, 2005

6:00 p.m.

AGENDA

**Buckeye Community Center
201 E. Centre Ave
Buckeye, AZ 85326
6:00 p.m.**

Accessibility for all persons with disabilities will be provided upon request. Please telephone your accommodation request (623 326-6673) 72 hours in advance if you need a sign language interpreter or alternate materials for a visual or hearing impairment. (TTD 623 386-4421)

Members of the Tartesso West Community Facilities District Board will attend either in person or by telephone conference call or video presentations.

REVISED AGENDA

July 18, 2005

MEETING PLACE: BUCKEYE COMMUNITY CENTER

ITEM 5A

REPLACE "SPECIAL ASSESSMENT" WITH "GENERAL OBLIGATION".

1. **Call to Order/Roll Call.**
Board Action: None.
2. **Approval of Minutes**
Minutes of meeting held on June 30, 2005 presented for Board review and approval.
Board Action: Discussion and possible motion.
4. **APPROVE OR RATIFY EXPENDITURES**
Board Action: Discussion and possible motion.
5. **BUSINESS:**
 - A. **Board will conduct a Public Hearing on a feasibility report submitted in connection with the proposed issuance of general obligation bonds by the District**
 - (1) **Open public hearing**
 - (2) **Staff overview**
 - (3) **Receive public comment**
 - (4) **Close public hearing***Board Action: None.*
 - B. **Board will consider, for possible action, adoption of Resolution No. 05-05 APPROVING THE FEASIBILITY REPORT RELATING TO THE ACQUISITION, CONSTRUCTION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITING THE DISTRICT; DECLARING ITS INTENTION TO ACQUIRE AND/OR CONSTRUCT CERTAIN IMPROVEMENTS AS DESCRIBED IN THE FEASIBILITY REPORT RELATING TO SUCH IMPROVEMENTS; DETERMINING THAT NOT TO EXCEED \$200,000 GENERAL OBLIGATION BONDS WILL BE ISSUED TO FINANCE THE COSTS AND EXPENSES THEREOF UNDER THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 6, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO**
Board Action: Discussion and possible motion.
6. **CITIZEN COMMENTS/APPEARANCES FROM THE FLOOR**
Board Action: None.
7. **ADJOURNMENT**
Board Action: Motion to adjourn.

**TARTESSO WEST COMMUNITY FACILITIES DISTRICT
TOWN OF BUCKEYE, ARIZONA**

**July 19, 2005
6:00 p.m.
MINUTES**

**Town Council Chambers
100 N. Apache Road
Buckeye, AZ 85326
6:00 p.m.**

REVISED AGENDA

1. Call to Order/Roll Call.

Chairman Hull called the meeting to order at 6:00 p.m.

Members Present: Boardmember Meck, Boardmember Beard, Vice Chairman Urwiller, Chairman Hull, Boardmember May, Boardmember Doster, and Boardmember Garza (joined the meeting at 6:04 p.m.)

Members Absent: None

Departments Present: Town Manager Carroll Reynolds, Town Attorney Scott Ruby, Town Clerk Linda Garrison, Deputy Clerk Lucinda Aja, Parks and Rec Director Jeanine Guy, Human Resource Director Toni Brown, Police Chief Dan Saban, Fire Chief Scott Rounds, Fire Marshall Bob Costello, and Finance Director Ron Brown.

2. Approval of Minutes

Motion made by Boardmember May and seconded by Boardmember Beard to approve the minutes of the meeting held on June 30, 2005 as presented. Motion passed unanimously.

4. APPROVE OR RATIFY EXPENDITURES

None

5. BUSINESS:

A. Feasibility Report Submitted in Connection with the Proposed Issuance of General Obligation Bonds by the District.

(1) Open public hearing

A public hearing was opened at 6:03 to hear citizen input on the feasibility report submitted in connection with the proposed issuance of general obligation bonds by the District.

(2) Staff overview

As Presented

(3) Receive public comment

None

(4) Close public hearing

There being no comments from the public the hearing was closed at 6:03 p.m.

B. Resolution No. 05-05 APPROVING THE FEASIBILITY REPORT

Motion made by Boardmember Meck and seconded by Boardmember Beard to adopt Resolution No. 05-05 APPROVING THE FEASIBILITY REPORT RELATING TO THE ACQUISITION, CONSTRUCTION AND FINANCING OF CERTAIN IMPROVEMENTS BENEFITING THE DISTRICT; DECLARING ITS INTENTION TO ACQUIRE AND/OR CONSTRUCT CERTAIN IMPROVEMENTS AS DESCRIBED IN THE FEASIBILITY REPORT RELATING TO SUCH IMPROVEMENTS; DETERMINING THAT NOT TO EXCEED \$200,000 GENERAL OBLIGATION BONDS WILL BE ISSUED TO FINANCE THE COSTS AND EXPENSES

THEREOF UNDER THE PROVISIONS OF TITLE 48, CHAPTER 4, ARTICLE 6, ARIZONA REVISED STATUTES, AND ALL AMENDMENTS THERETO. Motion passed unanimously.

6. **CITIZEN COMMENTS/APPEARANCES FROM THE FLOOR**

None

7. **ADJOURNMENT**

There being no further business to come before the Board motion made by Boardmember May and seconded by Boardmember Beard to adjourn the meeting at 6:11 p.m. Motion passed unanimously.

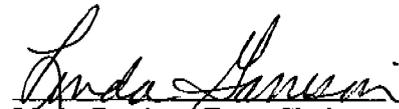


Dustin Hull, Chairman

ATTEST:


Linda Garrison, Town Clerk

I hereby certify that the foregoing is a true and correct copy of the Tartesso West Community Facilities District Meeting held on the 19th day of July, 2005. I further certify that a quorum was present.


Linda Garrison, Town Clerk